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**SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED**  
**中盈國金資源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 766)

**POLL RESULT OF EXTRAORDINARY GENERAL MEETING HELD  
ON 15 OCTOBER 2010**

Reference is made to the circular of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 28 September 2010 (the “**Circular**”) relating to the disposal of the Sale Shares and the Sale Loan of Sino Prosper Gas Limited. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed ordinary resolution (“**Resolution**”) for approving the Sale and Purchase Agreement and the transaction contemplated thereunder as set out in the notice (“**EGM Notice**”) of the EGM dated 28 September 2010 was duly passed by way of poll by the Shareholders at the EGM held on 15 October 2010. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the EGM.

The poll result is as follows:

<b>Ordinary resolution proposed at the EGM (Note)</b>	<b>Number of votes cast (%)</b>	
	<b>For</b>	<b>Against</b>
To approve the Sale and Purchase Agreement and all the transactions contemplated thereunder.	1,352,064,000 (99.67%)	4,460,000 (0.33%)

*Note:* Please refer to the EGM Notice for the full text of the Resolution.

As at the date of the EGM, the total number of Shares in issue was 6,759,844,971. Mr. Leung together with his associates were interested in an aggregate of 1,493,600,000 Shares (representing approximately 22.10% of the entire issued share capital of the Company), and they abstained from voting on the Resolution in accordance with the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution was 5,266,244,971 Shares, representing approximately 77.90% of the entire issued share capital of the Company. None of the Shares entitled their holders to attend and vote only against the ordinary resolution proposed at the EGM.

By order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Yeung Kit**  
*Executive Director*

Hong Kong, 15 October 2010

*As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit and Mr. Ng Kwok Chu, Winfield, and the independent non-executive Directors of the Company are Mr. Cai Wei Lun and Dr. Leung Wai Cheung.*