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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 RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 AUGUST 2011**

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM held on 30 August 2011 were duly passed.

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 29 July 2011 and the circular in relation to the AGM (the “**Circular**”) dated 29 July 2011. Terms used in this announcement shall have the same meanings as those defined in the Circular, unless otherwise defined in this announcement.

The Board is pleased to announce that all the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 30 August 2011. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the AGM.

The poll results are as follows:

Ordinary resolutions proposed at the AGM (<i>Note</i>)		Number of votes cast (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2011	3,158,407,965 (100%)	0 (0%)
2.	(a) To re-elect Dr. Leung Wai Cheung as a director of the Company	3,158,407,965 (100%)	0 (0%)
	(b) To re-elect Mr. Zhang Qingkui as a director of the Company	3,158,407,965 (100%)	0 (0%)
	(c) To re-elect Mr. Cai Wei Lun as a director of the Company	3,158,407,965 (100%)	0 (0%)

Ordinary resolutions proposed at the AGM (<i>Note</i>)		Number of votes cast (%)	
		For	Against
	(d) To authorize the board of directors of the Company (or its delegated committee) to fix the directors' remuneration and to authorize the board of directors to fill vacancies on the board	3,158,407,965 (100%)	0 (0%)
3.	To re-appoint HLB Hodgson Impey Cheng as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration	3,158,407,965 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company's shares	2,443,350,000 (77.36%)	715,057,965 (22.64%)
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	3,158,407,965 (100%)	0 (0%)
6.	To add the nominal amount of the Company's shares repurchased by the Company to the mandate granted to the directors of the Company under resolution numbered 4	2,443,350,000 (77.36%)	715,057,965 (22.64%)

Note: Please refer to the AGM Notice for the full text of the resolutions.

As at the date of the AGM, the total number of Shares in issue was 7,834,844,971, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. None of the Shares entitled their holders to attend and vote only against the resolutions proposed at the AGM. No shareholders were required to abstain from voting on any of the resolutions at the AGM.

By order of the Board
Sino Prosper State Gold Resources Holdings Limited
Sung Kin Man
Chief Executive Officer and Executive Director

Hong Kong, 30 August 2011

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