

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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: 00766)

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 FEBRUARY 2012 AND ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS**

The Board is pleased to announce that the Resolution was duly passed by the Shareholders by way of poll at the EGM held on 24 February 2012.

Reference is made to the circular (the “**Circular**”) of the Company and the notice of the EGM (the “**EGM Notice**”) both dated 8 February 2012 in relation to, among other matters, the Share Consolidation pursuant to which every ten (10) Shares in the issued and unissued share capital of the Company will be consolidated into one (1) Consolidated Share. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) proposed at the EGM held on 24 February 2012 (as set out in the EGM Notice) was duly passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for vote-taking at the EGM.

As at the date of the EGM, the total number of Shares in issue was 7,757,874,971 Shares. To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the Resolution. Accordingly, the Shareholders holding a total of 7,757,874,971 Shares were entitled to attend and vote for or against the Resolution at the EGM. There was no Shareholder who was entitled to attend but vote only against the Resolution at the EGM.

The poll results taken at the EGM in respect of the Resolution are as follows:–

Ordinary Resolution	Number of votes (approximate % of total number of votes cast)		Total number of votes cast
	For	Against	
To approve the Share Consolidation	2,778,440,000 (97.68%)	66,030,000 (2.32%)	2,844,470,000

The full text of the Resolution is set out in the EGM Notice.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed by the Shareholders as an ordinary resolution of the Company. Accordingly, the Share Consolidation will become effective on 27 February 2012.

### ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

As at the date of this announcement, the number of Shares in respect of which share options had been granted and were outstanding under the Share Option Scheme was 283,600,000.

As a result of the Share Consolidation and in accordance with the Share Option Scheme, the subscription prices and the number of Shares to be issued upon exercise of the outstanding share options shall be adjusted as follows:

Date of grant (dd/mm/yyyy)	As at the date of this Announcement	Subscription price	Immediately after the Share Consolidation becoming effective	Subscription price
	Number of Shares to be issued upon exercise of the outstanding share options		Number of Shares to be issued upon exercise of the outstanding share options	
01/11/2004	2,200,000	HK\$0.475	220,000	HK\$4.75
29/11/2004	3,000,000	HK\$0.460	300,000	HK\$4.60
03/01/2005	8,000,000	HK\$0.410	800,000	HK\$4.10
12/01/2005	5,000,000	HK\$0.410	500,000	HK\$4.10
23/03/2005	4,000,000	HK\$0.340	400,000	HK\$3.40
08/05/2006	26,400,000	HK\$1.460	2,640,000	HK\$14.60
01/09/2006	36,000,000	HK\$0.710	3,600,000	HK\$7.10
04/09/2006	6,000,000	HK\$0.710	600,000	HK\$7.10
01/06/2007	14,000,000	HK\$0.455	1,400,000	HK\$4.55
14/05/2008	12,000,000	HK\$0.136	1,200,000	HK\$1.36
04/05/2010	47,000,000	HK\$0.300	4,700,000	HK\$3.00
27/01/2012	120,000,000	HK\$0.0812	12,000,000	HK\$0.812
<b>Total</b>	<b>283,600,000</b>		<b>28,360,000</b>	

The adjustments shall take effect on 27 February 2012. South West Capital Limited, the Company's independent financial adviser, has certified that the adjustments are in accordance with the Share Option Scheme and Rule 17.03(13) of the Listing Rules.

By Order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 24 February 2012

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