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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)

PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

The Directors intend to seek approval of Shareholders for amendments to the existing Articles to bring the constitution of the Company in line with recent amendments made to the Listing Rules. The amendments to the Articles are subject to approval of Shareholders by way of a special resolution to be proposed at the EGM.

A circular containing details of the proposed amendments to the Articles will be despatched to Shareholders on or about the date of this announcement.

BACKGROUND

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) recently announced amendments to the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) relating to, among other matters, corporate governance practices. These amendments to the Listing Rules came or will come into effect on 1 January 2012 and 1 April 2012 respectively.

The most recent amendments to the articles of association of the Company (“**Articles**”) were made in August 2006. Subsequent to such amendments, there were changes to the Listing Rules and provisions of the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”).

PURPOSES OF THE PROPOSED AMENDMENTS TO THE ARTICLES

In connection with these amendments, the directors (“**Directors**”) of the Company propose to seek approval of shareholders (“**Shareholders**”) of the Company by way of a special resolution for the amendments to the existing Articles at a forthcoming extraordinary general meeting (“**EGM**”) of the Company. The main purposes of the proposed amendments to the Articles are, among others, to bring the constitution of the Company in line with recent amendments made to the Listing Rules.

The major proposed amendments to the Articles include the following:

- to amend the provisions on the period of convening general meetings, so that they are in line with the requirements of the Listing Rules;
- to require a physical board meeting to be held (in lieu of written resolutions) where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board, which the Board has determined to be material;
- to remove the *5% de minimis* exemption on a director's right to vote on an interested transaction; and
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll.

CIRCULAR TO SHAREHOLDERS

A circular containing further information in respect of, among other things, the proposed amendments to the Articles and a notice of EGM will be despatched to Shareholders as soon as practicable.

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

Hong Kong, 27 March 2012

As at the date of hereof, the Board comprises the following members: (a) as executive Directors, Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit and Mr. Ng Kwok Chu, Winfield; and (b) as independent non-executive Directors, Mr. Cai Wei Lun, Dr. Leung Wai Cheung and Mr. Zhang Qingkui.