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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Extraordinary General Meeting**”) of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) will be held at 10:00 a.m. on 20 April 2012 at Unit 02-04, 17/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, transact the following business:

- (1) To consider and, if thought fit, pass the following resolution as special resolution (with or without modification):

SPECIAL RESOLUTION

“**THAT** the Articles of Association of the Company be amended in the following manner:

1. Article 1(A)

By inserting the following new definition of “business day” immediately after the definition of “Auditors”:

““business day” shall mean a day on which The Stock Exchange of Hong Kong Limited generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;”

By deleting the existing definition of “the Company” or “this Company” in its entirety and replacing therewith the following new definition:

““the Company“ or shall mean Sino Prosper State Gold Resources Holdings
“this Company” Limited 中盈國金資源控股有限公司 incorporated in the Cayman
Islands on 26 October, 2001;”

By inserting the following new definition of “Notice” immediately after the definition of
“Newspapers”:

““Notice” shall mean written notice unless otherwise specifically stated and as
further defined in these Articles;”

By inserting the following new definition of “substantial shareholder” immediately after
the definition of “Statutes”:

““substantial shall mean a person who is entitled to exercise, or to control
shareholder” the exercise of, 10% or more (or such other percentage as may be
prescribed by the rules of the stock exchange in the Relevant Territory
from time to time) of the voting power at any general meeting of the
Company;”

2. Article 5

By inserting the following new Article 5(D) immediately after the existing Article 5(C):

“5. (D) No share shall be issued to bearer.”

3. Article 65

By deleting the existing Article 65 in its entirety and replacing therewith the following new
Article 65:

“65. An annual general meeting shall be called by Notice of not less than twenty-one (21)
clear days and not less than twenty (20) clear business days and any extraordinary
general meeting at which the passing of a special resolution is to be considered shall
be called by Notice of not less than twenty one (21) clear days and not less than ten
(10) clear business days. All other extraordinary general meetings may be called by
Notice of not less than fourteen (14) clear days and not less than ten (10) clear business
days. The Notice shall be exclusive of the day on which it is served or deemed to be
served and of the day for which it is given, and shall specify the place, the day and
the hour of meeting and particulars of resolutions to be considered at the meeting and,
in case of special business, the general nature of that business, and shall be given, in
manner hereinafter mentioned or in such other manner, if any, as may be prescribed
by the Company in general meeting, to such persons as are, under these Articles,
entitled to receive such notices from the Company, provided that a meeting of the
Company shall notwithstanding that it is called by shorter notice than that specified
in this Article be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right.”

4. Article 72

By deleting the existing Article 72 in its entirety and replacing therewith the following new Articles 72(1) and 72(2):

- “72. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

- (b) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
- (c) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the shareholder.”

5. Article 73

By deleting the existing Article 73 in its entirety and replacing therewith the following new Article 73:

“73. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the stock exchange of the Relevant Territory.”

6. Article 74

By deleting the existing Article 74 in its entirety and replacing therewith the words “Intentionally deleted”.

7. Article 75

By deleting the existing Article 75 in its entirety and replacing therewith the words “Intentionally deleted”.

8. Article 76

By deleting the words “(where no poll is demanded) or at which the poll is demanded” after the words “show of hands take place” on the second line of the existing Article 76.

9. Article 77

By deleting the existing article 77 in its entirety and replacing therewith the words “Intentionally deleted”.

10. Article 92(B)

By inserting the words “, where a show of hands is allowed,” after the words “proxy form including” in the last sentence of Article 92(B).

11 Article 107(H)

By deleting the existing Article 107(H) in its entirety and replacing therewith with the following new Article 107(H):

“107.(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or

- (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.”

12. Article 107(I)

By deleting the existing Article 107(I) in its entirety and replacing therewith the words “Intentionally deleted”.

13. Article 107(J)

By deleting the existing Article 107(J) in its entirety and replacing therewith the words “Intentionally deleted”.

14. Article 107(L)

By deleting the words “(I), (J)” after the words “(D), (E), (H)” in the first sentence of Article 107(L).

15. Article 142(B)

By inserting the following new sentence after the last sentence in Article 142(B):

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Directors for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

16. Article 180(B)(iii)

By deleting the existing Article 180(B)(iii) in its entirety and replacing therewith with the following new Article 180(B)(iii):

“by placing it on the Company’s website or the website of the stock exchange in the Relevant Territory, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”) which may be given to the members by any of the means set out in this Article other than by posting it on a website.”

- (2) To consider and, if thought fit, pass the following resolution as ordinary resolution (with or without modification):

ORDINARY RESOLUTION

“**THAT** the share option scheme of the Company (“New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and, for the purposes of identification, signed by the chairman of the meeting and summarised in the appendix to the Company’s circular dated 28 March 2012, be hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:

- (a) administering the New Share Option Scheme and granting options under the New Share Option Scheme;
- (b) modifying and/or amending the rules of the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
- (c) issuing and allotting from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme;
- (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme; and
- (e) conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company on 25 April 2002 be terminated with effect from the date on which this resolution shall become unconditional.”

For and on behalf of the Board of
Sino Prosper State Gold Resources Holdings Limited
Leung Ngai Man
Chairman

Hong Kong, 28 March 2012

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Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is holder of more than one share in the Company may appoint more than one proxy to attend in his/her stead.
2. The enclosed form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed, or a certified copy of such power or authority shall be delivered at the Company's branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the Meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint registered holders of any share in the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
4. The enclosed form of proxy must be signed by the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

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, Dr. Leung Wai Cheung, Mr. Cai Wei Lun and Mr. Zhang Qingkui.

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