



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)

Procedures for shareholders to propose a person for election as a director

The following procedures for a shareholder or shareholders of the Company to propose (“**Proposal**”) a person for election as a director of the Company are prepared in accordance with Article 113 of the articles of association of the Company:

1. Who may make a Proposal and what should be sent to the Company?

1.1 Any shareholder (“**Shareholder**”) of the Company whose name appears on the Company’s register of members may propose a person (“**Candidate**”) for election as a director of the Company (“**Directors**”) at a general meeting.

1.2 If a Shareholder wishes to make such Proposal, he/she should deposit the following documents at such addresses and during such period as mentioned in item 2 below:

- (a) a written notice (“**Proposal Notice**”) of the intention to propose the Candidate for election as a Director; and
- (b) a written notice (“**Consent Notice**”) by the Candidate of his willingness to be elected.

1.3 The Proposal Notice must be:

- (a) signed by the Shareholder making the Proposal, and
- (b) accompanied by the information of the Candidate as required under Rule 13.51(2) of the Rules (“**Listing Rules**”) Governing the Listing of Securities¹ on The Stock Exchange of Hong Kong Limited (“**Exchange**”), as summarised and set out in the annex to this document.

1.4 The Consent Notice must:

- (a) indicate his/her willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and
- (b) be signed by the Candidate.

¹ The said Rule 13.51(2) is available on the Exchange’s website (www.hkex.com.hk) and, more specifically, at the hyperlink below as at the date of this document:
http://www.hkex.com.hk/eng/rulesreg/listrules/mbrules/documents/chapter_13.pdf

2. When and to where the Proposal Notice and the Consent Notice be sent?

The Proposal Notice and the Consent Notice should be deposited at the following addresses for a period of at least seven days commencing no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than seven days before the date of such general meeting:

Head office and principal place of business of the Company in Hong Kong:
Units 1702-04, 17th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong

3. Who will verify identity of shareholders?

The identity of shareholder making any Proposal will be verified with the Company's branch share registrars in Hong Kong. Upon their confirmation that the Proposal is proper and in order, the board of directors of the Company will take follow-up steps as mentioned below.

4. What steps will be taken by the Company after receiving a valid Proposal?

To enable the shareholders of the Company to make an informed decision on their election at a general meeting, the Company is required to publish an announcement or issue a supplementary circular as soon as practicable after the receipt of a valid Proposal Notice and Consent Notice. Particulars of the Candidate will be included in such announcement or supplementary circular.

In addition, the Company may have to assess whether or not it is necessary to adjourn the general meeting of the election to give all shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

5. What may be done by a Shareholder to facilitate the holding of the general meeting as originally scheduled?

In order to allow the shareholders of the Company to have sufficient time to consider the Proposal, any Shareholder who wishes to make the Proposal is urged to submit and lodge the Proposal Notice and Consent Notice as early as practicable.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Hong Kong, 26 March 2012

**Information of the candidate(s) nominated by Shareholders
to be accompanied with the Proposal Notice**

The Proposal Notice mentioned in paragraph 1.2 of the main text shall be accompanied by the following information of the Candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company's group (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in securities in the Company within the meaning of Part XV of the SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor are there any other matters relating to that nominated Candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.