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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: 00766)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD
ON 20 APRIL 2012**

The Board is pleased to announce that the special resolution and the ordinary resolution proposed at the EGM were duly passed by Shareholders by way of poll at the EGM held on 20 April 2012.

This announcement is made by the Company in accordance with Rule 13.39(5) of the Listing Rules.

Reference is made to the circular (the “**Circular**”) of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) and the notice (“**EGM Notice**”) of EGM, both dated 28 March 2012 in relation to, among other matters, the adoption of the proposed amendments to the Articles, and the proposed termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme. Terms defined in the Circular shall, unless the context requires otherwise, have the same meanings when used in this announcement.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the special resolution and the ordinary resolution (the “**Resolutions**”) set out in the EGM Notice were duly passed by Shareholders by way of poll at the EGM. The poll results are set out below:

Resolutions		Number of votes (%)	
		For	Against
1.	To amend the articles of association of the Company	271,529,999 Shares (96.12%)	10,973,000 Shares (3.88%)
2.	To approve the termination of the existing share option scheme of the Company and approve and adopt the new share option scheme	222,545,000 Shares (78.78%)	59,957,999 Shares (21.22%)

As at the date of the EGM, the total number of ordinary shares of HK\$0.10 each in the Company in issue is 775,787,497. As stated in the Circular, none of the Shareholders are required to abstain from voting on either of the Resolutions.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM was 775,787,497, representing the entire issued ordinary share capital of the Company as at the date of the EGM. There was no Share entitling the Shareholders to attend and vote only against the Resolutions at the EGM.

The Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for vote-taking at the EGM.

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

Hong Kong, 20 April 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.