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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 an extraordinary general meeting (the “**Meeting**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) will be held at Unit A03, 11th Floor, Bank of Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 11 December 2013 for the purposes of considering and, if thought fit, passing (with or without modification) the following resolutions as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

- (1) “**THAT** subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”); (ii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law (as revised) of the Cayman Islands in respect of the Capital Reduction (as defined below); and (iv) the Listing Committee granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
  - (a) reducing the issued and paid-up capital of each of the issued shares from HK\$0.1 to HK\$0.01 per share by cancelling paid-up capital to the extent of HK\$0.09 per share by way of a reduction of capital (the “**Capital Reduction**”), so as to form ordinary shares with par value of HK\$0.01 each (the “**New Shares**”);
  - (b) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the capital reduction reserve account of the Company or other

reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws (the “**Application of Credit**”);

- (c) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of HK\$0.1 each be subdivided into ten (10) unissued ordinary shares with par value of HK\$0.01 each (the “**Subdivision**”), and all such shares resulting from the Capital Reduction and Share Subdivision shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company, and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Capital Reduction, Application of Credit and Share Subdivision.”
- (2) “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Sino Prosper State Gold Resources Holdings Limited” to “Sino Prosper (Group) Holdings Limited” and to adopt “中盈(集團)控股有限公司” as the dual foreign name of the Company to replace “中盈國金資源控股有限公司” which has been used for identification purposes only with effect from the date of entry of the new name and new dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name and the adoption of dual foreign name of the Company.”

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

Hong Kong, 18 November 2013

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Unit A03, 11th Floor  
Bank of Asia Harbour View Centre  
56 Gloucester Road  
Wanchai, Hong Kong

*Notes:*

- (1) A shareholder entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one proxy or, if he is the holder of two or more shares (“Shares”) of the Company, more than one proxy to attend and, subject to the provisions of the articles of association (“Articles”) of the Company, to vote on his behalf. A proxy need not be a shareholder.
- (2) To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the branch share registrar and transfer agent of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.
- (3) A form of proxy for use at the Meeting is enclosed. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof, should he so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto or if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man and Mr. Ng Kwok Chu, Winfield, and the independent non-executive Directors of the Company are Mr. Niu Zhihui, Mr. Cai Wei Lun and Mr. Zhang Qingkui.*