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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)

## **POSTPONEMENT OF DESPATCH OF CIRCULAR IN RESPECT OF A MAJOR AND CONNECTED TRANSACTION**

Reference is made to the announcement (the “**Announcement**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 30 December 2011 in relation to, among others, the major and connected transaction. Unless otherwise stated, capitalised terms used herein shall have the same respective meanings as defined in the Announcement.

As stated in the Announcement, a circular (the “**Circular**”) of the Company (containing, among other information, further details of the Acquisition, the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition, the advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition and a notice convening the EGM) is expected to be despatched to Shareholders on or before 28 September 2012. However, additional time is required for the Company to prepare the information to be presented in the Circular, especially the technical report for the Target Mine which was originally expected to be available before August 2012. As stated in the Announcement, the preparation of the valuation on the project of Target PRC and the advice from the independent financial adviser would only be commenced after the technical report is available. The Directors currently expect that the despatch date of the Circular will be further postponed to a date on or before 31 December 2012.

By Order of the Board

**Sino Prosper State Gold Resources Holdings Limited**

**Ng Kwok Chu, Winfield**

*Executive Director*

Hong Kong, 28 September 2012

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