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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)

**EXTENSION OF LONG STOP DATE**  
**AND**  
**FURTHER POSTPONEMENT IN DESPATCH OF CIRCULAR**  
**IN RESPECT OF**  
**A MAJOR AND CONNECTED TRANSACTION**

References are made to the announcements of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 30 December 2011 (the “**First Announcement**”) and 28 September 2012 (the “**Second Announcement**”) (collectively referred to as the “**Announcements**”) 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 Announcements.

**EXTENSION OF LONG STOP DATE**

As disclosed in the First Announcement, if any of the conditions precedent to the Completion of the Acquisition as set out therein has not been fulfilled (or as the case may be, waived by the Purchaser) on or before 31 January 2013 or such later date as the Vendor and the Purchaser may agree (the “**Long Stop Date**”), the Acquisition Agreement shall cease and terminate. As additional time is required for the Company to obtain the technical report for the Target Mine (which is one of the conditions precedents to the Completion of the Acquisition), the Vendor and the Purchaser have agreed in writing to extend the Long Stop Date for the Completion of the Acquisition to 30 September 2013 (or such later date as the parties thereto may agree). Save as the aforementioned, all other terms and conditions of the Acquisition Agreement remain in full force and effect.

## **FURTHER DELAY IN POSTPONEMENT OF CIRCULAR**

As stated in the Second Announcement, the preparation of the valuation report on the project of Target PRC and the advice of the independent financial adviser would only be commenced after the technical report is available. The Company further announces that the despatch of the Circular will be further postponed to a date on or before 30 August 2013.

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

Hong Kong, 28 December 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 Mr. Niu Zhihui, Mr. Cai Wei Lun and Mr. Zhang Qingkui.*