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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)

**RETIREMENT OF EXECUTIVE ADVISER AND DIRECTOR OF
CORPORATE DEVELOPMENT**

The board of directors (the “Board”) of Sino Prosper State Gold Resources Holdings Limited (the “Company”) announces that it has received a notification from Mr. Garry Stein (“Mr. STEIN”), the Executive Adviser and the Director of Corporate Development of the Company, that he has, as part of his retirement plan, decided to step down from his positions and cease to be a part of the Company’s senior management with effect from 1 January 2013. For the avoidance of doubt, Mr. STEIN is not a director of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. STEIN for his contributions and services to the Company during his tenure of service.

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

Hong Kong, 31 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.