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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board would inform the shareholders of the Company and potential investors that the Group's loss for the year ended 31 March 2013 may increase significantly as compared to the loss for the year ended 31 March 2012.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sino Prosper State Gold Resources Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would inform shareholders of the Company and potential investors that the Group's loss for the financial year ended 31 March 2013 (“**FY2013**”) may increase significantly as compared to the loss for the year ended 31 March 2012 (“**FY2012**”). Based on the information currently available, the Board considers that the loss is mainly attributable to (i) decrease in other income and gains as the Group recorded gain on disposal of property, plant and equipment and gain on disposal of subsidiaries in FY2012 while there was no such gain recorded in FY2013; (ii) increase in amortization of mining rights; and (iii) increase in depreciation of property, plant and equipment; and (iv) increase in staff cost.

The Company is still in the process of finalising the Group's annual results for FY2013. The information contained in this announcement is based on the Company's preliminary assessment of the unaudited management accounts of the Group only. Such accounts are under the audit or review of the Company's auditors and may be subject to adjustments. Further details of the Group's performance will be disclosed as and when the annual results of the Group for FY2013 are announced.

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

Hong Kong, 14 May 2013

As of the date hereof, 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.