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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rule**”).

The board of directors (the “**Board**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) hereby announces that on 24 May 2013, the Company granted share options (the “**Options**”) under its share option scheme adopted by a resolution passed on 20 April 2012 (the “**Scheme**”) to the eligible participants of the Scheme (the “**Grantees**”) which, subject to the acceptance of the Options by the Grantees, will enable the Grantees to subscribe for an aggregate of 14,000,000 new ordinary shares of HK\$0.10 each (the “**Shares**”) in the share capital of the Company, subject to adjustment in accordance with the Listing Rule 17.03(13). A summary of such grant is set out below:

Date of grant	:	24 May 2013
Number of Shares being the subject of the Options granted	:	up to 14 million Shares
Exercise price of the Options granted	:	HK\$0.192 per Share
Closing price of the Shares on the date of grant	:	HK\$0.186 per Share
Average closing price of the Shares for the five business days immediately preceding the date of grant	:	HK\$0.192 per Share
Validity period (i.e. exercise period) of the Options	:	within ten years from the date of grant

None of the Grantees are directors, chief executives or substantial shareholders of the Company, nor an associate (as defined under the Listing Rule) of any of them.

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

Hong Kong, 24 May 2013

As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit, 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.