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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 IN DESPATCH OF CIRCULAR IN RESPECT OF  
A VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION**

Reference is made to the announcement (the “**Announcement**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 21 December 2012 in relation to, among other things, the very substantial acquisition 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 containing, among other things, (i) further details of the Acquisition and the transactions contemplated thereunder and the proposed increase in authorised share capital of the Company, (ii) the recommendation of the Independent Board Committee to the Independent Shareholders, (iii) a letter from the independent financial adviser to the Independent Board Committee and the Independent Shareholders, and (iv) a notice convening the EGM, is expected to be despatched to Shareholders on or before 30 June 2013. However, as additional time is required for the Company to prepare the information to be presented in the circular, the Directors currently expect that the despatch date of the said circular will be postponed to a date on or before 31 July 2013.

By Order of the Board

**Sino Prosper State Gold Resources Holdings Limited**

**Ng Kwok Chu, Winfield**

*Executive Director*

Hong Kong, 27 June 2013

*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.*