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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)

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

References are made to the announcement of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 21 December 2012 (the “**First Announcement**”) in relation to, among other things, the very substantial acquisition and connected transaction (the “**VSA and CT**”) and the announcement of the Company dated 27 June 2013 (the “**Second Announcement**”) (together with the First Announcement, the “**Announcements**”) regarding the postponement in despatch of the circular (the “**Circular**”) in relation to the VSA and CT. Unless otherwise stated, capitalised terms used herein shall have the same respective meanings as defined in the Announcements.

As stated in the Second Announcement, the Circular is expected to be despatched to Shareholders on or before 31 July 2013. The Company submitted its draft Circular to the Stock Exchange in June 2013 for its review and comments. The Circular is still going through the Stock Exchange’s vetting and the Company’s revising process and has not been cleared by the Stock Exchange yet. The Directors currently expect that the despatch date 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, 31 July 2013

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