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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 announcements of the Company dated 27 June 2013 (the “**Second Announcement**”) and 31 July 2013 (the “**Third 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 Third Announcement, the Circular was expected to be despatched to Shareholders on or before 30 August 2013. Although the Company has made progress in going through the Stock Exchange’s circular vetting and the Company’s circular revision process, the circular has not been cleared by the Stock Exchange yet. The Directors aim at having the Circular cleared and despatched as soon as practicable and currently expect that the despatch date of the Circular will be further postponed to a date on or before 12 September 2013, subject to the Stock Exchange’s clearance.

By Order of the Board

Sino Prosper State Gold Resources Holdings Limited

Ng Kwok Chu, Winfield

Executive Director

Hong Kong, 30 August 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.