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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)

CLARIFICATION ANNOUNCEMENT:

- (a) announcement dated 15 July 2013 regarding grant of share options; and**
(b) monthly returns on equity issuer on movements in securities

Reference is made to:

- (a) the announcement of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) dated 15 July 2013 in relation to grant of options (“**Options**”) to subscribe for up to 15 million shares of the Company (“**Shares**”) pursuant to the Company’s share option scheme (the “**Share Option Scheme**”); and
- (b) the ‘Monthly Returns on Equity Issuer on Movements in Securities’ (“**Monthly Returns**”) for the months ended 31 August 2013 and 30 September 2013 uploaded by the Company at the respective websites of the Stock Exchange and the Company.

Terms defined in the Announcement shall, unless the context otherwise requires, have the same meanings when used in this announcement.

BACKGROUND

The Company would clarify that the letters of grant of Options were given to the eligible participants through the handling officers of the Group in the PRC. Such eligible participants did not return the signed letters within the prescribed time of acceptance of such grant. Accordingly, these Options should be treated as not having been accepted by the eligible participants. However, due to miscommunication, such non-acceptance of grant of the Options was not related by the PRC handling officers to the officers at the Company’s headquarters in Hong Kong. The 15 million Shares which are the subject of the Options were therefore shown as granted or outstanding in the Monthly Returns.

Correct information for the Monthly Returns

In connection with the above, the correct figures under section III (in the sub-section headed “Share Options (under the Share Option Schemes of the Issuer)”, page 3) for the respective Monthly Returns should read as follows:

Month-end date of the relevant month (dd-mm- yyyy)	Granted	Movement			Lapsed	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Exercised	Cancelled				
31/08/2013	0	0	7,700,000	<u>30,000,000</u>	0	<u>136,120,000</u>	
30/09/2013	0	37,800,000	0	0	37,800,000	<u>98,320,000</u>	

The amended Monthly Returns will also be uploaded by the Company on the same date of this announcement.

This announcement is made supplemental to and should be read in conjunction with the Monthly Returns. Except for the above information, all other information contained in the Monthly Returns remains unchanged.

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

Hong Kong, 25 October 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.