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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)

**ANNOUNCEMENT**

Reference is made to (i) the circular (the “**Circular**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 24 September 2013 in relation to, among other matters, the very substantial acquisition and connected transaction of the Company, and (ii) the Company’s announcement dated 11 October 2013 about the completion of the Acquisition. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that the Company received the Turnover Certificate from our auditors that the audited turnover of the PRC Subsidiaries arising from the Target Business (exclusive of any value added tax and business tax) for the T2 Period was approximately RMB9,480,000, which exceeds by about 26.4% over the minimum threshold of RMB7.5 million under the T2 Payment Condition.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares which may be issued upon the exercise of the conversion rights attaching to the T2 CB.

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

Hong Kong, 13 November 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.*