

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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, (ii) the Company’s announcement dated 11 October 2013 about the completion of the Acquisition, and (iii) the Company’s announcement dated 13 November 2013 about the T2 Payment Condition and application 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. Terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

The Board is pleased to announce that upon the granting of the conditional listing approval on 18 November 2013 by 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, all the T2 Payment Condition were fulfilled on 18 November 2013, and the T2 CB in the sum of HK\$120 million and the T2 P-Note in the sum of HK\$50 million had been issued to the Vendor on 22 November 2013.

By order of the Board

Sino Prosper State Gold Resources Holdings Limited

Ng Kwok Chu, Winfield

Executive Director

Hong Kong, 22 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. Cai Wei Lun, Mr. Zhang Qingkui, and Mr. Niu Zhihui.