

*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)

**Change of Company Secretary and Authorised Representative**

The board of directors (the “**Board**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) announces that Ms. Chiu Ngan Ling Annie (“**Ms. Chiu**”) has resigned as the company secretary and authorised representative of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 13 January 2014. Ms. Chiu confirmed that she has no disagreement with the Board and there are no circumstances related to her resignation which need to be brought to the attention of the shareholders of the Company. The Company would like to thank Ms. Chiu for her contributions to the Company in her term of office.

The Board is hereby pleased to announce that Mr. Cheng Chung Yung (“**Mr. Cheng**”) has been appointed in replacement of Ms. Chiu as the company secretary and authorised representative of the Company under the Listing Rules with effect from 13 January 2014.

Mr. Cheng has joined the Company as General Counsel since November 2013. He is responsible for overseeing all legal, regulatory, compliance and corporate governance matters of the Group. Prior to joining the Company, Mr. Cheng has over 14 years solid experience in the legal profession. He had served as company secretary in a listed company on the GEM board and as legal counsel in three listed companies on the main board respectively.

Mr. Cheng graduated from the University of Hong Kong with a Bachelor’s degree in Laws in 1995 and also obtained a Master degree in Chinese and Comparative Laws from the City University of Hong Kong in 1997. He is a qualified solicitor in Hong Kong and is also an associate member of The Hong Kong Institute of Chartered Secretaries as well as a member of Hong Kong Securities and Investments Institute.

The Board would like to welcome Mr. Cheng for his appointment.

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

Hong Kong, 10 January 2014

*As at the date of this announcement, the directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man and Mr. Ng Kwok Chu, Winfield as executive directors, Ms. Xuan Hong, Mr. Cai Wei Lun and Mr. Zhang Qingkui as independent non-executive directors.*