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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 – MAJOR AND  
CONNECTED TRANSACTION IN RELATION TO THE DISPOSAL OF  
THE SALE SHARES AND THE SALE LOAN OF SINO PROSPER GAS LIMITED**

Reference is made to the circular of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 28 September 2010 (the “**Circular**”) relating to the disposal of the Sale Shares and the Sale Loan of Sino Prosper Gas Limited. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

This announcement is published for the purpose of correcting certain inadvertent omissions which did not appear in the Circular. Shareholders should note that in page 20 and 21 in Appendix II of the Circular, the wordings shown with underlining below should appear in the subsection headed “(ii) Interests and short positions in underlying Shares”:

**“(II) INTERESTS AND SHORT POSITIONS IN UNDERLYING SHARES**

<b>Name</b>	<b>Capacity</b>	<b>Number of underlying Shares</b>	<b>Approximate percentage of total issued Shares (Note 1)</b>
Cai Wei Lun	Beneficial owner	3,400,000 (Note 4)	0.05
<u>Sung Kin Man</u>	<u>Beneficial owner</u>	<u>10,000,000 (Note 5)</u>	<u>0.15</u>

*Notes:*

4. Share options carrying rights to subscribe for 3,400,000 Shares were granted to Cai Wei Lun on 8 May 2006 pursuant to the share option scheme.
5. Share options carrying rights to subscribe for 10,000,000 Shares were granted to Sung Kin Man on 4 May 2010 pursuant to the share option scheme.

Save as disclosed above and .....”

This announcement is supplemental to and should be read in conjunction with the Circular. Except for those as set out in this announcement above, all other information contained in the Circular remains unchanged.

By order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Yeung Kit**  
*Executive Director*

Hong Kong, 30 September 2010

*As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit and Mr. Ng Kwok Chu, Winfield, and the independent non-executive Directors of the Company are Mr. Cai Wei Lun and Dr. Leung Wai Cheung.*