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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)

**COMPLETION OF MAJOR AND CONNECTED TRANSACTION**

The Board is pleased to announce that the Disposal was completed on 26 October 2010.

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.

The Board is pleased to announce that all the conditions precedent stipulated under the Sale and Purchase Agreement were fulfilled and the Disposal was completed on 26 October 2010.

After Completion, members of the Target Group ceased to be subsidiaries of the Company and the Company, has no more shareholding in the Target Group. The Group will continue its focus on the sale, mining and production of precious metals in the PRC.

By order of the Board

**Sino Prosper State Gold Resources Holdings Limited**

**Yeung Kit**

*Executive Director*

Hong Kong, 26 October 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.*