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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)

**NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS  
REGARDING INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER  
OF AUDIT COMMITTEE**

Reference is made to the announcement (“August Announcement”) of Sino Prosper State Gold Resources Holdings Limited (the “Company”) dated 30 August 2010 in respect of, among other matters, the non-compliance with requirements under the Listing Rules regarding independent non-executive director (“INED”) and member of audit committee.

As mentioned in the August Announcement, Mr. Chan Sing Fai, then an INED, did not offer himself for re-election as a director of the Company upon the conclusion of the annual general meeting held on 30 August 2010, and no new INED was appointed to fill the vacant post which arose from his retirement. As a result, since the conclusion of the said annual general meeting, the Company has had only two INEDs and the audit committee of the board of directors of the Company has had only two members.

In order to fill the vacancy of INED and member of audit committee, the Company has been taking steps to identify suitable candidate. As the Company plans to appoint an INED with relevant qualifications and experience in the mining industry (being the current principal business of the Company and its subsidiaries), there has been difficulty for the Company to identify and appoint such a suitable candidate. Up to the date of this announcement, the Company has not yet finalized the list of candidates for such appointment.

Further announcement will be made by the Company upon the identification and appointment of the new INED.

By order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Sung Kin Man**  
*Chief Executive Officer and Executive Director*

Hong Kong, 29 November 2010

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