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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
MEMBER OF AUDIT COMMITTEE**

The board (the “Board”) of directors of Sino Prosper State Gold Resources Holdings Limited (the “Company”) is pleased to announce that Mr. Zhang Qingkui (“Mr. Zhang”) has been appointed as the independent non-executive director and members of the Audit Committee and Remuneration Committee of the Company with effect from 31 January 2011.

The personal particulars of Mr. Zhang are as follows:

Mr. Zhang, aged 43, graduated from the Faculty of Geology of China University of Mining and Technology in 1991 with a bachelor’s degree in water engineering and graduated from China University of Geosciences in 2004 with a postgraduate degree in geology. He has successively obtained the titles of and worked as assistant geology engineer, engineer and senior engineer. From 1995 to now, Mr. Zhang has worked with Liaoning Provincial Institute of Geological Exploration, mainly involving in the geological exploration of mines. In 2000, Mr. Zhang was in charge of the state resource compensation fee project “General Survey of Liangtun Gold Mine in Gaixian, Liaoning Province*” (《遼寧省蓋縣梁屯金礦普查》) and discovered Sidaogou gold mine. Such gold mine is dominated by gabbros and represents the first discovery in Liaoning, thereby making contribution to the local economy. In 2004, Mr. Zhang established the project department for market expansion in active response to the request of Liaoning Provincial Institute of Geological Exploration and cooperated with the local mining company, taking charge of many general survey and detailed survey projects. In 2008, Mr. Zhang was in charge of the “Four-Regional Geological Survey Project of 1314.4 Highlands in Inner Mongolia*” (內蒙古 1314.4高地等四幅區域地質調查項目) organized by China Geological Survey. Such project is a metallogenic belt survey project in the Greater Khingan Range and satisfactory initial achievements have been made. Save as disclosed above, Mr. Zhang had not held any directorship in public companies listed on any stock exchange of Hong Kong or elsewhere in the last three years.

* *for identification purposes only*

Save as disclosed above, Mr. Zhang does not hold other directorships of the Company and its subsidiaries. He has no relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Company, nor does Mr. Zhang has any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Under the letter of appointment, Mr. Zhang is appointed for a term of two years, which will be renewed thereafter on terms that may be agreed between the Company and Mr. Zhang in writing. Pursuant to the articles of association of the Company, Mr. Zhang is subject to retirement by rotation and re-election at the annual general meeting. Pursuant to Article 112 of the articles of association of the Company, his term shall expire at the next general meeting of the Company and he, being eligible, shall then offer himself for re-election at such meeting. Mr. Zhang is not entitled to any director's remuneration.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Zhang and there is no other information which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

By order of the Board
Sino Prosper State Gold Resources Holdings Limited
Leung Ngai Man
Chairman

Hong Kong, 31 January 2011

As at the date of this announcement, the Executive Directors of the Company are Mr. Leung Ngai Man (Chairman), Mr. Sung Kin Man (Chief Executive Officer), Mr. Ng Kwok Chu, Winfield, and Mr. Yeung Kit, and the independent Non-executive Directors are Dr. Leung Wai Cheung, Mr. Cai Wei Lun and Mr. Zhang Qing Kui.

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