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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)

**VOLUNTARY ANNOUNCEMENT:**  
**FRAMEWORK COOPERATIVE AGREEMENT WITH THE PEOPLE'S**  
**GOVERNMENT OF AOHAN BANNER, INNER MONGOLIA, PRC**

On 2 April 2011, SP Minerals and the Aohan Banner Government entered into the Framework Cooperative Agreement in relation to, among other matters, exploration, consolidation and/or development of certain mineral resources in the Aohan Banner.

**THE FRAMEWORK COOPERATIVE AGREEMENT**

**Date:** 2 April 2011

**Parties:**

SP Minerals: Sino Prosper Minerals Investment Limited (中盈礦業投資有限公司), a wholly-owned subsidiary of the Company

Aohan Banner Government: The People's Government of the Aohan Banner\* (敖漢旗人民政府). To the best knowledge of the Directors after making all reasonable enquiries, Aohan Banner Government is an Independent Third Party.

**Proposed cooperation between the Aohan Banner Government and SP Minerals**

Under the Framework Cooperative Agreement, the Aohan Banner Government and SP Minerals express their common intent for SP Minerals to conduct, in areas under the jurisdiction of the Aohan Banner Government, preliminary exploration of unencumbered areas with gold and copper mineral prospects. Additionally, the parties have agreed to cooperate in the consolidation of gold and copper resource assets in such areas, and also exploration and development of jade and gem stone resources (玉石資源). SP Minerals may also set up production facilities for gold, copper, jade and gem stone resources.

## **Undertakings of the Aohan Banner Government**

The Aohan Banner Government has undertaken to supply to SP Minerals exploration areas for gold, copper, jade and gem stone resources based on the objectives of SP Minerals, and also to provide land use priority to SP Minerals regarding its processing facilities. During the stage of project development, so long as permitted by law, the Aohan Banner Government will waive various administrative fees chargeable at the banner level on the relevant project company(ies) of SP Minerals, and will coordinate with relevant parties to allow the project company(ies) of SP Minerals to enjoy the lowest possible administrative fees chargeable at or above municipal level.

Under the Framework Cooperative Agreement, the Aohan Banner Government has also agreed to assist SP Minerals in, among other matters, project approval, environmental evaluation, mining, development and processing of gold, copper, jade and gem stone resources, and also ensure the normal production and smooth operation of the projects undertaken by SP Minerals. It will also assist SP Minerals to apply for national project subsidies, and ensure that SP Minerals may enjoy the preferential policies applicable to industrial enterprises promulgated by Aohan Banner Government.

## **SP Minerals' Undertakings**

Under the Framework Cooperative Agreement, SP Minerals may set up project companies (with independent legal person status) in the Aohan Banner to make investments in the cooperative arrangement as contemplated by the Framework Cooperative Agreement. It will utilize its advantages in capital, management, and technology to implement the cooperative arrangement and to enhance gold, copper, jade and gem stone resource production efficiency by utilizing technology of international level. In the design and operation, SP Minerals (and the relevant project companies) will follow the national industrial policy of the PRC, and will ensure that relevant safety and environmental standards are consistent with the national standards of the PRC.

## **GENERAL**

**The Framework Cooperative Agreement only provides the broad terms of cooperation between Aohan Banner Government and SP Minerals. It may or may not lead to any formal investment agreement. Shareholders and potential investors are advised to exercise caution when dealing in the securities in the Company.**

**If the cooperation as provided under the Framework Cooperative Agreement results in any investment agreement to be made, and if such agreement constitutes a notifiable transaction for the Company under the Listing Rules, steps will be taken by the Company to ensure that all applicable requirements of the Listing Rules will be observed and complied with.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Aohan Banner Government”	The People’s Government of Aohan Banner* (敖漢旗人民政府)
“Banner”	an administrative division of county level in the Inner Mongolia Autonomous Region
“Board”	the board of Directors
“Company”	Sino Prosper State Gold Resources Holdings Limited (中盈國金資源控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules and the word “connected” shall be construed accordingly
“Director(s)”	the director(s) of the Company
“Framework Cooperative Agreement”	the Framework Cooperative Agreement dated 2 April 2011 entered into between SP Minerals and Aohan Banner Government in relation to the proposed cooperation on (among other matters) exploration and development of resources of gold, copper, jade and gem stones
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party which is not a connected person of the Company and is independent of the Company and its connected person
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

“Shareholder(s)”	holder(s) of the Shares
“SP Minerals”	Sino Prosper Minerals Investment Limited (中盈礦業投資有限公司), a company incorporated in Hong Kong, and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 8 April 2011

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

\* *For identification purposes only*