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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)

**ANNOUNCEMENT MADE PURSUANT TO RULE 13.10
OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) noted that there was an unusual movement in the price of the shares of the Company today and wishes to state that the Board is not aware of any reason for such unusual movement.

The Board also noted that there is a press article (the “**Press Article**”) in Ming Pao on 12 May 2011 reporting that more government officials of Chifeng City, Inner Mongolia Autonomous Region, China, the production base of the Company, were arrested. The Board wishes to clarify that, to its best knowledge, the situation with the arrest of government officials is not connected with the Company’s activities. The Board also wishes to clarify that currently the Company’s production base work as normal.

The Board confirms that there are no negotiations or agreement relating to intended acquisitions or realizations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

Made by the order of the Board, the members of which individually and jointly accept responsibility for the accuracy of this announcement.

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

12 May 2011

As at the date of this notice, 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, Dr. Leung Wai Cheung and Mr. Zhang Qingkui.