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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rule**”).

The board of directors (the “**Board**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) hereby announces that on 26 April 2012, the Company has granted share options (the “**Options**”) under its share option scheme adopted by a resolution passed on 20 April 2012 (the “**Scheme**”) to the eligible participants of the Scheme (the “**Grantees**”) which, subject to the acceptance of the Options by the Grantees, will enable the Grantees to subscribe for an aggregate of 15,400,000 new ordinary shares of HK\$0.10 each (the “**Shares**”) in the share capital of the Company, subject to adjustment in accordance with the Listing Rule 17.03(13). A summary of such grant is set out below:

Date of grant	:	26 April 2012
Number of Shares being the subject of the Options granted	:	up to 15.4 million Shares
Exercise price of the Options granted	:	HK\$0.45 per Share
Closing price of the Shares on the date of grant	:	HK\$0.41 per Share
Average closing price of the Shares for the five business days immediately preceding the date of grant	:	HK\$0.433 per Share

Name(s) of the Director(s), chief executive(s), senior management or substantial shareholder(s) of the Company and their respective associates (if any) and the number of Shares being the Options granted to each of them : Mr Cai Wei Lun (an independent non-executive Director of the Company) – Option in respect of up to 7.7 million Shares
Mr Zhang Qingkui (an independent non-executive Director of the Company) – Option in respect of up to 7.7 million Shares

Validity period (i.e. exercise period) of the Options : expected from 26 April 2012 to 25 April 2015

The grant of the Options to the above executive Director and independent non-executive Director was approved by the independent non-executive director of the Company in compliance with Rule 17.04(1) of the Listing Rules.

By order of the Board
Sino Prosper State Gold Resources Holdings Limited
NG Kwok Chu, Winfield
Executive Director

Hong Kong, 26 April 2012

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, Mr Ng Kwok Chu, Winfield, and the independent non-executive Directors of the Company are Dr Leung Wai Cheung, Mr Cai Wei Lun and Mr Zhang Qingkui.