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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)

**CLARIFICATION ANNOUNCEMENT REGARDING GRANT
OF SHARE OPTIONS**

Reference is made to the Chinese version of the announcement in relation to the grant of share options (the “**Announcement**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 26 April 2012. Due to an inadvertent clerical error, the Board wishes to clarify an information as contained in the Announcement. Terms used in this announcement shall, unless the context otherwise requires, have the same meanings as those defined in the Announcement.

The Board wishes to clarify that due to an inadvertent clerical error, the name of the grantee as appeared on the first line of the second page of the Announcement was incorrectly stated as “宋偉倫”. The name should in fact be 蔡偉倫.

This announcement is made supplemental to and should be read in conjunction with the Announcement. Except for the above information, all other information contained in the Announcement remains unchanged.

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

Hong Kong, 27 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. Ng Kwok Chu, Winfield, and Mr. Yeung Kit, and the independent non-executive directors of the Company are Dr. Leung Wai Cheung, Mr. Cai Wei Lun and Mr. Zhang Qingkui.