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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 24 September 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 47,900,000 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	:	24 September 2012
Number of Shares being the subject of the Options granted	:	up to 47.9 million Shares
Exercise price of the Options granted	:	HK\$0.335 per Share
Closing price of the Shares on the date of grant	:	HK\$0.335 per Share
Average closing price of the Shares for the five business days immediately preceding the date of grant	:	HK\$0.330 per Share

Among the Options granted above, name(s) : Ms Wu Wei Hua (the Financial Director of
of the Director(s), chief executive(s) or the Group) – Option in respect of up to
substantial shareholder(s) of the Company 1.7 million Shares
and their respective associates (if any)
and the number of Shares being the
Options granted to each of them

Validity period (i.e. exercise period) : expected from 24 September 2012 to 23 September
of the Options 2015

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

Hong Kong, 25 September 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.