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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)

HOLDING ANNOUNCEMENT

Reference is made to the announcement of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 28 September 2012 in respect of the suspension of trading in shares of the Company on The Stock Exchange of Hong Kong Limited with effect from 9:00 a.m., 28 September 2012 pending the release of an announcement in relation to a very substantial acquisition and connected transaction of the Company.

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and the public that on 27 September 2012 (after trading hours), a wholly-owned subsidiary of the Company entered into an agreement with a connected person of the Company in relation to an acquisition of a company which, through its subsidiaries, is intended to be principally engaged in providing financial related business and investment and management consultation services in the People’s Republic of China (the “**Acquisition**”). An announcement relating to the Acquisition (the “**Announcement**”) is being prepared and will be published by the Company as soon as practicable in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Trading in the shares of the Company will remain suspended pending the release of the Announcement.

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

Hong Kong, 29 October 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.