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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)

**UNUSUAL TRADING VOLUME OF SHARES**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) has noted the increase in trading volume of the shares of the Company (the “**Shares**”) on 22 July 2013.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Company is in negotiation with an independent third party in connection with the memorandum of understanding (the “**MOU**”) for a possible acquisition of a mining project. As at date of this announcement, no definitive agreement or terms have been entered into or finalised in relation to the MOU. The Company will make further announcement in respect of the possible transaction if and when required in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.

**As the MOU may or may not proceed, the Shareholders and/or potential investors are advised to exercise caution when dealing in the securities of the Company.**

Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that, save for the above, it is not aware of any other reasons that may have caused the increase in trading volume of the Shares of the Company or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance.

This announcement is made by the order of the Board of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

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

Hong Kong, 22 July 2013

*As of the date hereof, the executive directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man and Mr. Ng Kwok Chu, Winfield and the independent non-executive directors of the Company are Mr. Niu Zhihui, Mr. Cai Wei Lun and Mr. Zhang Qingkui.*