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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:

- (a) announcement dated 18 July 2013 regarding grant of share options; and**
- (b) announcement dated 22 July 2013 regarding unusual trading volume of Shares**

References are made to the announcements (“**Announcements**”) of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) dated (i) 18 July 2013 in relation to grant of options (“**Options**”) to subscribe for up to 15 million shares of the Company (“**Shares**”) pursuant to the Company’s share option scheme (the “**Share Option Scheme**”); and (ii) 22 July 2013 in respect of unusual trading volume of Shares. Terms defined in the Announcements, unless the context otherwise requires, have the same meanings when used in this announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to clarify the following:

- (a) at the time of the Board meeting held on 18 July 2013 to consider and approve the grant of Options to the two eligible participants under the Share Option Scheme, the Directors then honestly believed that there was no unpublished inside information which would affect the grant of Options pursuant to the Listing Rules;
- (b) only until The Stock Exchange of Hong Kong Limited requested the Company to issue the announcement on unusual trading volume of shares on 22 July 2013, the executive Directors considered that the receiving of the draft MOU and the starting of discussion about the draft MOU might constitute inside information.

To alleviate possible concerns from Shareholders and potential investors on the grant of above share Options, the Directors decided to withdraw the letters of grant of Options given to the eligible participants (which had not yet been accepted until the date of this announcement).

The Company is in the process of arranging for the withdrawal of the said letters of grant of Options. Further announcement in connection with the above matters will be made as and when required.

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

Hong Kong, 1 August 2013

As at the date of this announcement, 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. Cai Wei Lun, Mr. Zhang Qingkui and Mr. Niu Zhihui.