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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**

Reference is made to the circular (the “**Circular**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 11 September 2013 in relation to, among other matters, the very substantial acquisition and connected transaction of the Company. Unless otherwise specified herein, all capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board noted that there was an inadvertent typographical error contained in the letter from the Board as contained in the Circular and would like to make the following clarification:

- On page 62 of the Circular, it was mentioned that “... *Such deficit between the market value and the Consideration can be regarded as discount of nearly 11% to the market value of the Target Group*”. The Board would like to clarify that in such statement, the correct percentage figure should be **24.7%** instead of 11%.

The Board was also informed by the Independent Financial Adviser that there were inadvertent typographical errors contained in the letter from the Independent Financial Adviser as contained in the Circular and the Independent Financial Adviser would like to make the following clarifications:

- In the table contained on page 107 of the Circular, the Group’s revenue derived from the sales of gold for the year ended 31 March 2012 should be **HK\$41,592,000** instead of HK\$50,287,000, while the total revenue of the Group for the year ended 31 March 2012 should be **HK\$50,287,000** instead of HK\$47,692,000.
- On page 109 and page 110 of the Circular, it was mentioned that “... *and with reference to the statistical report on uses of loans of financial institution 2011 issued by PBOC on 24 January 2013, loans to small and micro enterprise (“SMIE”) in the PRC grow faster than loan to larger enterprises.*” In such statement, the year of the statistical report should be **2012** instead of 2011.

- On page 110 of the Circular, it was mentioned that “... *The outstanding loans to SMIE increased by approximately 16.6% to approximately RMB1,158 billion, surpassing the growth of those to large enterprises by approximately 8.0% from 2011 to 2012, and represented approximately 28.6% to the amount of the loan value to enterprise.*” In such statement, the correct figure should be **RMB11,580 billion** instead of RMB1,158 billion.
- On page 110 of the Circular, it was mentioned that “... *The dollar value of the loan amount lent out by the micro-financing company in the PRC increased from approximately RMB197.5 billion as at 31 December 2010 to approximately RMB6,357.27 as at 31 March 2013 ...*” In such statement, the correct amount as at 31 March 2013 should be **RMB635.7 billion** instead of RMB6,357.27.
- On page 116 of the Circular, it was mentioned that “... *Such deficit between the market value and the Consideration can be regarded as discount of nearly 11% to the market value of the Target Group*”. In such statement, the correct percentage figure should be **24.7%** instead of 11%.
- On page 119 of the Circular, it was mentioned that “... *We are of the view that the Consideration is fair to the Group as it represent approximately 32.3% discount to the aggregate value of the Target PRC No.1 and Target PRC No.2 as stated in the Valuation Report.*” In such statement, the correct percentage figure should be **38.3%** instead of 32.3%.
- On page 122 of the Circular, it was mentioned that “... *and (iii) the total consideration, being the sum of the Consideration and the shortfall of RMB150 million, would be approximately HK\$1,037.5 million and representing approximately 17.96% discount to the fair value of the Target Group, ...*” In such statement, the correct percentage figure should be **24.7%** instead of 17.96%.

The Independent Financial Adviser, the Independent Board Committee, and the Board have confirmed that the above inadvertent typographical errors and the related amendments do not affect their respective opinions expressed in their respective letters as contained in the Circular.

Save as disclosed above, all information in the Circular shall remain unchanged.

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

Hong Kong, 12 September 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. Niu Zhihui, Mr. Cai Wei Lun and Mr. Zhang Qingkui.*