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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)

**(1) CLARIFICATION IN RELATION TO THE CIRCULAR OF THE
COMPANY DATED 11 SEPTEMBER 2013;**
(2) THIRD SUPPLEMENTAL AGREEMENT TO THE AGREEMENT;
(3) PROPOSED ADJOURNMENT OF THE EGM SINE DIE (INDEFINITELY);
AND
(4) THE NEW EGM

Reference is made to the circular (the “**Circular**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 11 September 2013 and the clarification announcement of the Company dated 12 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.

FURTHER CLARIFICATION IN RELATION TO THE CIRCULAR

The Board would like to clarify that certain share options granted under the share option scheme of the Company had been exercised by an option holder, an independent third party who is not connected (within the meaning of the Listing Rules) to the Company or any connected persons of the Company (other than being a consultant to the Group, who rendered and/or will continue to render services to the Group), pursuant to which 7,700,000 new Shares were issued on 3 September 2013. Accordingly, the total number of Shares in issue as at the Latest Practicable Date (i.e. 9 September 2013) should be 783,487,497 Shares instead of 775,787,497 Shares as set out in the Circular. In this connection, the relevant shareholding and percentage figures in connection with the issued Shares as shown in various parts of the Circular should be amended (“**Amended Figures**”) and a new circular (the “**New Circular**”) including the Amended Figures is expected to be despatched to Shareholders on or before 24 September 2013.

THIRD SUPPLEMENTAL AGREEMENT TO THE AGREEMENT

Approval (if obtained) by Independent Shareholders at the New EGM of the Agreement and the transactions contemplated thereby is a Closing Condition. The date of the New EGM (as defined below) will be later than the originally specified long stop date (i.e. 30 September 2013). Accordingly, on 23 September 2013 (after trading hours), the Purchaser and the Vendor entered into the third supplemental agreement (the “**3rd Supplemental Agreement**”) to the Agreement pursuant to which the Purchaser and the Vendor have agreed, among other things, that the Long Stop Date shall be extended to 5:00 p.m. on 17 October 2013 (or such later date as the Vendor and the Purchaser may agree in writing). Furthermore, in view of the Stock Exchange’s prevailing policy in respect of the granting of the approval of the listing of and permission to deal in securities, (i) the Closing Condition regarding the granting of the listing of and permission to deal in the Conversion Shares; and (ii) the condition precedent to each of the T2 Payment Condition, T3 Payment Condition and T4 Payment Condition has been amended pursuant to the 3rd Supplemental Agreement. Details of such amendments are set out as follows:

Area of amendment	Relevant page of the Circular	Amendments
Closing Condition regarding the granting of the listing of and permission to deal in the Conversion Shares	Closing Condition (ii) as stated on page 19	To be amended as “the Listing Committee of the Stock Exchange having granted or having agreed to grant the listing of, and permission to deal in, (i) the Conversion Shares which may be issued upon the exercise of the conversion rights attaching to the Convertible Bonds, or (ii) (where it is the Stock Exchange’s prevailing policy to issue such listing approval by stage) the Conversion Shares which may be issued upon the exercise of the conversion rights attaching to the T1 CB”

Area of amendment	Relevant page of the Circular	Amendments
The condition precedent to each of the T2 Payment Condition, T3 Payment Condition and T4 Payment Condition	Page 14 (after the paragraph headed “T4 Price”)	To add “Where it is the Stock Exchange’s prevailing policy to give by stage the approval for the listing of, and permission to deal in, Conversion Shares to be issued in tranches in connection with a very substantial acquisition, the following shall be added as additional condition precedent to each of the T2 Payment Condition, T3 Payment Condition and T4 Payment Condition respectively: the Listing Committee of the Stock Exchange having granted or having agreed to grant the listing of, and permission to deal in, the Conversion Shares which may be issued upon the exercise of the conversion rights attaching to the T2 CB, T3 CB and T4 CB respectively.”

Save as the aforementioned, all other terms and conditions of the Agreement shall remain unchanged and continue in full force and effect. The above amendments will be reflected in the relevant parts of the New Circular.

PROPOSED ADJOURNMENT OF THE EGM SINE DIE (INDEFINITELY) AND THE NEW EGM

In view of the issue of the New Circular and in order to give all Shareholders additional time to consider the information (including the 3rd Supplemental Agreement) disclosed in the New Circular, the Board proposes to adjourn the EGM (“**930 EGM**”) sine die (i.e. indefinitely). An extraordinary general meeting (“**New EGM**”) is scheduled to be held on 11 October 2013, details of which will be set out in the New Circular.

As the notice to the 930 EGM had been issued, the 930 EGM is still required to be held on 30 September 2013, but at the commencement of the 930 EGM, the chairman of the 930 EGM will propose a motion (the “**Adjournment Resolution**”) to adjourn the 930 EGM sine die (indefinitely), which, if approved by the Shareholders present at the 930 EGM, the 930 EGM will be so adjourned.

Pursuant to Rule 13.41 of the Listing Rules, all Shareholders (including Mr. Leung) are permitted to vote on the Adjournment Resolution, and Mr. Leung has indicated that he will vote in favour of the Adjournment Resolution.

In the event that the Adjournment Resolution is passed:

Shareholders are requested to note that if the Adjournment Resolution is passed by way of an ordinary resolution, no further business is intended to be proposed and resolved at the 930 EGM. The resolutions originally to be proposed at the 930 EGM will then be considered and (if thought fit) approved at the New EGM, as set out in the notice for the New EGM and related proxy form, which shall include Resolution 1 and Resolution 2 as set out in the notice of the 930 EGM dated 11 September 2013, but the Agreement as stated in Resolution 2 of the New EGM notice shall be amended and supplemented by the 1st Supplemental Agreement, the 2nd Supplemental Agreement, as well as the 3rd Supplemental Agreement.

In the event that the Adjournment Resolution is not passed:

If however the Adjournment Resolution is not passed by Shareholders by way of an ordinary resolution, the 930 EGM will proceed to consider the resolutions contained in the notice of 930 EGM which will be proposed to the Shareholders present thereat to consider and to vote on.

Shareholders are requested to note that in the event that the Adjournment Resolution is not passed, and the resolution(s) contained in the notice of the 930 EGM dated 11 September 2013 are subsequently proposed and also not passed at the 930 EGM, Resolution 1 and Resolution 2 as set out in the notice to the New EGM shall not be proposed at the New EGM, but instead the chairman of the New EGM, at the commencement of the New EGM, shall propose a resolution to adjourn the New EGM sine die (indefinitely), as there will not be any resolutions to be considered by Independent Shareholders since the Acquisition has already been voted down by the Independent Shareholders at the 930 EGM. Shareholders should note that the Acquisition will only be completed where both Resolution 1 (where applicable) and Resolution 2 as stated in the notice of the New EGM are proposed and passed by the Independent Shareholders.

On the other hand, if the 930 EGM is resolved not to be adjourned and both Resolution 1 and Resolution 2 are approved at the 930 EGM, Resolution 2 as set out in the notice for the New EGM would still need to be considered and voted in the New EGM to approve the Acquisition.

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

Hong Kong, 23 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.