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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)

**RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND**

**RESIGNATION AND APPOINTMENT OF
CHAIRMAN OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) announces that Mr. Niu Zhihui has resigned as an independent non-executive Director of the Company and the Chairman of each of the Audit Committee and the Remuneration Committee of the Company with effect from 3 December 2013.

The Board further announces the appointment of Ms. Xuan Hong as an independent non-executive Director of the Company and the Chairman of each of the Audit Committee and the Remuneration Committee of the Company with effect from 3 December 2013.

The Board announces that Mr. Niu Zhihui (“**Mr. Niu**”) has resigned as an independent non-executive Director of the Company and the Chairman of each of the audit committee (“**Audit Committee**”) and the remuneration committee (“**Remuneration Committee**”) of the Company with effect from 3 December 2013 in order to spend more time pursuing his business development.

Mr. Niu has confirmed that he has no disagreement with the members of the Board and that there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to take this opportunity to thank Mr. Niu for his valuable contribution to the Company during his tenure.

The Board is pleased to further announce the appointment of Ms. Xuan Hong (“**Ms. Xuan**”) as an independent non-executive Director of the Company and the Chairman of each of the Audit Committee and the Remuneration Committee of the Company with effect from 3 December 2013.

Ms. Xuan, aged 49, has the qualifications of certified public accountant in PRC and is a senior accountant, and has worked in several accounting firms. She has extensive working experience in accounting, auditing and taxation, and has substantial experience in accounting policy, tax law and judicial accounting sectors.

On 3 December 2013, Ms. Xuan was also appointed as an independent non-executive Director, the chairman of each of the audit committee and the remuneration committee and a member of the nomination committee of China Netcom Technology Holdings Limited (“**China Netcom**”), a company listed on the Growth Enterprise Market of the Stock Exchange. Save as disclosed herein, she did not hold directorship in any other listed public company in the last three years before this appointment. Save for serving on the board of directors of China Netcom at the same time with Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Mr. Cai Wei Lun who are also directors of the Company, and Ms. Wu Wei Hua who is a senior management of the Company, during the abovementioned period, Ms. Xuan is not connected with any Directors, senior management, the management, substantial shareholders or controlling shareholders of the Company as defined in the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”). Save as disclosed above, she does not hold any other positions with the Company and its subsidiaries. As at the date of this announcement, Ms. Xuan does not have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Ms. Xuan has entered into a service contract with the Company for a term of one year. The emoluments of Ms. Xuan will be reviewed and recommended by the Remuneration Committee with reference to her duties and responsibilities with the Company and the market benchmark and shall be approved by the Board. Ms. Xuan is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association of the Company.

Save as disclosed above, Ms. Xuan has confirmed that there are no other matters relating to her appointment required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board hereby welcomes Ms. Xuan on her appointment.

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

Hong Kong, 3 December 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 Ms. Xuan Hong, Mr. Cai Wei Lun and Mr. Zhang Qingkui.