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SINO PROSPER HOLDINGS LIMITED
中盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

PROPOSED CHANGE OF COMPANY NAME

The Board proposes the change of the English and Chinese names of the Company. A circular containing, among other matters, details of the Change of Company Name, together with a notice of the EGM and the related proxy form, will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The board of directors (“**Board**”) of Sino Prosper Holdings Limited (“**Company**”) proposes to change the English and Chinese name of the Company from “Sino Prosper Holdings Limited 中盈控股有限公司” to “Sino Prosper State Gold Resources Holdings Limited 中盈國金資源控股有限公司” (“**Change of Company Name**”).

Reasons and conditions for the change

The Board believes that the Change of Company Name could better reflect the principal activities of the Company and its subsidiaries (“**Group**”) following the recent completion of a very substantial acquisition of the Company in September 2009 whereby the Group will expand its resources-related projects into those containing precious metal resources, such as gold.

The Change of Company Name shall be conditional upon (i) the passing of a special resolution by the shareholders of the Company (“**Shareholders**”) at an extraordinary general meeting of the Company (“**EGM**”); and (ii) the approval by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and also with the Companies Registry in Hong Kong.

Status of the existing certificates for securities of the Company

The Change of Company Name will not affect any of the rights of any Shareholders. All existing share certificates in issue bearing the existing English and Chinese names of the Company will, after the Change of Company Name becoming effective, continue to be evidence of legal title to the shares of HK\$0.01 each of the Company (“**Shares**”) and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. However, Shareholders, if so elect, may exchange the existing share certificates for new share certificates bearing the new names of the Company at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong at a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by The Stock Exchange of Hong Kong Limited) per new share certificate.

New share certificates of the Company will be issued under the new name of the Company after the Change of Company Name becoming effective. Further announcement will be made by the Company in relation to the effective date of the Change of Company Name.

GENERAL

A circular containing, among other matters, details of the Change of Company Name, together with a notice of the EGM and the related proxy form, will be despatched to the Shareholders as soon as practicable.

By order of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

Hong Kong, 15 October 2009

As at the date of this announcement, the executive directors of the Company are Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield, Mr. Wong Wa Tak and Mr. Yeung Kit and the independent non-executive directors of the Company are Mr. Cai Wei Lun, Mr. Chan Sing Fai and Dr. Leung Wai Cheung.