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**SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED**  
**中盈國金資源控股有限公司**

(formerly known as “Sino Prosper Holdings Limited”)  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 766)

**CHANGE OF COMPANY NAME AND CHANGE OF STOCK SHORT NAME**

The Board is pleased to announce that the name of the Company has been changed 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”.

With effect from 28 December 2009, the Shares will be traded under the new name. The English stock short name of the Company will be changed from “SINO PROSPER” to “SINO PROSPER SG” and the Chinese stock short name will be changed from “中盈控股” to “中盈國金資源”. The stock code of the Company will remain unchanged as “766”.

Reference is made to the announcements of the Company dated 15 October 2009, 23 November 2009 and 11 December 2009 and the circular of the Company dated 30 October 2009 (“**Circular**”). Capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

As announced by the Company on 23 November 2009, the special resolution regarding the change of the name of the Company to “Sino Prosper State Gold Resources Holdings Limited 中盈國金資源控股有限公司” was passed by Shareholders at the EGM held on 23 November 2009.

The Certificate of Incorporation on Change of Name dated 24 November 2009 and issued by the Registrar of Companies in the Cayman Islands was received on behalf of the Company on 8 December 2009. The Company carried out the necessary filing procedures with the Companies Registry in Hong Kong and the Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company dated 21 December 2009 was received by the Company on the same day.

With effect from 28 December 2009, the Shares will be traded under the new name. The English stock short name of the Company will be changed from “SINO PROSPER “ to “SINO PROSPER SG “ and the Chinese stock short name will be changed from “中盈控股” to “中盈國金資源”. The stock code of the Company will remain unchanged as “766”.

## **EXCHANGE OF SHARE CERTIFICATES**

The change of company name will not affect any of the rights of any Shareholders. All existing share certificates in issue bearing the old name of the Company will continue to be evidence of legal title to the Shares of the Company of HK\$0.01 each and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. With effect from 28 December 2009, all share certificates of the Company in the colour of light blue will be issued under the new name of the Company.

Shareholders, if so elect, may exchange the existing share certificates in the colour of light yellow for new ones in the colour of light blue bearing the new name 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 per new share certificate (or such higher amount as may from time to time be allowed by The Stock Exchange of Hong Kong Limited) during normal office hours on any business day on or after 28 December 2009.

By order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Yeung Kit**  
*Executive Director*

Hong Kong, 22 December 2009

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