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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)

RULE 13.09 ANNOUNCEMENT:
POSSIBLE PLACING OF NEW SHARES UNDER A SPECIAL MANDATE

Placing Agent

SAMSUNG SECURITIES 

Samsung Securities (Asia) Limited

On 4 March 2010 (after the trading hours of the Stock Exchange), the Company entered into the Engagement Letter with Samsung, pursuant to which the Company has agreed to engage Samsung to place (subject to the Placing Agreement to be entered into and other conditions) the Placing Shares to places.

Completion is subject to the entering into the Placing Agreement and other conditions to be included in the Placing Agreement. Further announcement will be made by the Company for the entering into the Placing Agreement with Samsung. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sino Prosper State Gold Resources Holdings Limited (the “Company”) pursuant to Rule 13.09 of the Rules (the “Listing Rules”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

On 4 March 2010 (after the trading hours of the Stock Exchange), the Company entered into the engagement letter (the “Engagement Letter”) with Samsung Securities (Asia) Limited (“Samsung”), pursuant to which the Company has agreed to engage Samsung to place (subject to a formal placing agreement (the “Placing Agreement”) to be entered into and other conditions) the new shares of the Company (the “Placing Shares”) to places (the “Placing”) to be procured by Samsung. The Placing will be subject to conditions to be provided on the Placing Agreement where the terms will be disclosed in an announcement to be made by the Company upon its signing.

Pursuant to the Engagement Letter, the issue of the Placing Shares will be subject to shareholders’ approval at an extraordinary general meeting to be convened, at which a special mandate will be sought to approve the allotment and issue of the Placing Shares.

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By order of the Board
Sino Prosper State Gold Resources Holdings Limited
Sung Kin Man
Chief Executive Officer and Executive Director

Hong Kong, 5 March 2010

As at the date of this announcement, the executive directors of the Company 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 of the Company are Mr. Chan Sing Fai, Mr. Cai Wei Lun and Dr. Leung Wai Cheung.