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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)

PLACING OF NEW SHARES UNDER A SPECIAL MANDATE
FINAL PLACING PRICE
AND
RESUMPTION OF TRADING

Placing Agent



Samsung Securities (Asia) Limited

As informed by the Placing Agent, the Board is pleased to announce that the book-building process of the Placing is completed with the Book Building Closing Date on 26 April 2010. The final Placing Price is fixed at HK\$0.19.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:33 a.m. on 26 April 2010 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 27 April 2010.

FINAL PLACING PRICE

Reference is made to the announcement and circular of the Company dated 12 March 2010 and 26 March 2010, respectively, in relation to placing of new Shares under a special mandate. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 26 March 2010.

As informed by the Placing Agent, the Board is pleased to announce that the book-building process of the Placing is completed with the Book Building Closing Date on 26 April 2010. The final Placing Price is therefore fixed at HK\$0.19, which represents (i) a discount of approximately 8.65% to the closing price of HK\$0.208 per Share as quoted on the Stock Exchange on 23 April 2010, being the last full trading date prior to the Book Building Closing Date; and (ii) a discount of approximately 7.50% to the average closing price of approximately HK\$0.2054 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days including 23 April 2010.

Further announcement will be made by the Company upon completion of the Placing.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:33 a.m. on 26 April 2010 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 27 April 2010.

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

Hong Kong, 26 April 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.