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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)

### **COMPLETION OF PLACING OF NEW SHARES UNDER A SPECIAL MANDATE**

**Placing Agent**



**Samsung Securities (Asia) Limited**

The Board is pleased to announce that completion of the Placing took place on 7 May 2010 and 2,888 million Placing Shares were issued to the Placees in accordance with the terms of the Placing Agreement.

Reference is made to the announcement (the “Announcement”) of the Company dated 12 March 2010 and other related announcements and circular in relation to the 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 Announcement.

The Board is pleased to announce that, following the approval by the Shareholders at the EGM held on 15 April 2010 and the granting of the listing of and permission to deal in the Placing Shares by the Stock Exchange, all conditions under the Placing Agreement dated 12 March 2010 (as amended by a supplemental agreement dated 23 March 2010) (the “Placing Agreement”) have been fulfilled. Completion of the Placing took place on 7 May 2010, pursuant to which the Company allotted and issued 2,888 million new Shares to not less than six Placees at the Placing Price of HK\$0.19 per Placing Share. In accordance with the terms of the Placing Agreement, Mr. Leung and Climax Park Limited (a company solely owned by Mr. Leung) have delivered a deed of lock-up undertakings to the Placing Agent on the terms and conditions as summarised in the Company’s circular dated 26 March 2010 (see the section headed “Letter from the Board – The Placing Agreement – Lock-up Undertakings” in that circular).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Placees has become a substantial Shareholder after Completion and the Placees are third parties independent of and not connected persons of the Company or any directors, chief executive, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of any member of the Group or any associate of them or any connected persons of the Company.

The total gross proceeds of the Placing amounted to about HK\$548.7 million. The net proceeds from the Placing, after the deduction of the placing commission and other related expenses, are estimated to be approximately HK\$529.0 million. The net proceeds will be used as to (i) approximately HK\$159 million for the Acquisition; (ii) as to approximately HK\$159 million for the up-grading of the ore-processing plant to daily processing capacity to 1,000 tonnes nearby the gold mine to be acquired under the Acquisition; (iii) approximately HK\$30 million for the exploration of the gold mines acquired by the Group in 2009; and (iv) as to the balance for the general working capital of the Group and to finance any possible acquisition plan of the Group in the future.

## CHANGES IN SHAREHOLDING STRUCTURE

The table below sets out the changes of the shareholding structure of the Company (i) immediately before completion of the Placing; (ii) immediately after completion of the Placing; and (iii) immediately after completion of the Placing and the exercise of the outstanding convertible bonds issued by the Company in favour of Mr. Leung as consideration for the acquisition as announced on 28 April 2009 by the Company (the “**Convertible Bonds**”):

	Immediately before completion of the Placing		Immediately after completion of the Placing		Immediately after completion of the Placing and the exercise of the outstanding Convertible Bonds <i>(Note)</i>	
	<i>No of Shares</i>	<i>%</i>	<i>No of Shares</i>	<i>%</i>	<i>No of Shares</i>	<i>%</i>
<b>Mr. Leung and parties acting in concert with him:</b>						
Existing Shares held	737,150,000	27.69	737,150,000	13.28	737,150,000	10.91
Shares to be issued after the exercise of the outstanding Convertible Bonds	–	–	–	–	1,209,781,813	17.90
<b>Mr. Leung and parties acting in concert with him</b>	<b>737,150,000</b>	<b>27.69</b>	<b>737,150,000</b>	<b>13.28</b>	<b>1,946,931,813</b>	<b>28.81</b>
Mr. Wong Wa Tak, a Director	1,600,000	0.06	1,600,000	0.03	1,600,000	0.02
<b>Public Shareholders:</b>						
Placeses						
FIL Investment Management (Hong Kong) Limited	–	–	522,000,000	9.41	522,000,000	7.72
Invesco Hong Kong Limited	–	–	370,220,000	6.67	370,220,000	5.48
Other placeses under the Placing	–	–	1,995,780,000	35.96	1,995,780,000	29.52
Other public Shareholders	1,923,313,158	72.25	1,923,313,158	34.65	1,923,313,158	28.45
<b>Total</b>	<b>2,662,063,158</b>	<b>100.00</b>	<b>5,550,063,158</b>	<b>100.00</b>	<b>6,759,844,971</b>	<b>100.00</b>

*Note:* The shareholding structure is for illustration purpose only as Mr. Leung agreed that no Convertible Bond may be converted, to the extent that following such conversion, Mr. Leung and parties acting in concert with him, taken together, will directly or indirectly, control or be interested in more than 29% of the entire issued Shares.

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

Hong Kong, 7 May 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.*