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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)

### **CLARIFICATION ANNOUNCEMENT REGARDING DISCLOSEABLE AND CONNECTED TRANSACTION**

Reference is made to the English and Chinese version of the Announcement in relation to the discloseable and connected transaction of the Company. Due to an inadvertent clerical error, the Board wishes to clarify certain information as contained in the Announcement.

Reference is made to the English and Chinese version of the announcement of Sino Prosper State Gold Resources Holdings Limited (the “Company”) dated 17 May 2010 (the “Announcement”) in relation to the discloseable and connected transaction of the Company. Unless otherwise defined terms used herein shall have the same meanings as in the Announcement.

The Board wishes to clarify that due to an inadvertent clerical error, the last sentence of the third paragraph on page 3 of the Announcement were incorrectly stated as follows:

*“Despite dilution to the equity interest held by the First Vendor in the Target PRC as a result of the increase of registered capital by the Purchaser after completion of the 2010 Acquisition, it is a term under the 2010 Acquisition Agreement and the said new joint venture agreement to be made between the Purchaser and the First Vendor that, unless otherwise agreed by the joint venture parties to such joint venture agreement, the First Vendor and the Purchaser shall share the attributable profit of the Target PRC in the proportion of 92% and 8% respectively.”*

The correct details regarding share of the attributable profit of the Target PRC after completion of the 2010 Acquisition should be as follows:

*“Despite dilution to the equity interest held by the First Vendor in the Target PRC as a result of the increase of registered capital by the Purchaser after completion of the 2010 Acquisition, it is a term under the 2010 Acquisition Agreement and the said new joint venture agreement to be made between the Purchaser and the First Vendor that, unless otherwise agreed by the joint venture parties to such joint venture agreement, the First Vendor and the Purchaser shall share the attributable profit of the Target PRC in the proportion of 8% and 92% respectively.”*

A circular containing the above corrected information, further details of the 2010 Acquisition and the 2010 Acquisition Agreement, the recommendation of the Independent Board Committee to the independent Shareholders in relation to the 2010 Acquisition and the 2010 Acquisition Agreement, the advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the 2010 Acquisition Agreement and a notice convening the EGM, will be despatched to the Shareholders in compliance with the Listing Rules.

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

Hong Kong, 18 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.*