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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 MAJOR TRANSACTION

The Board is pleased to announce that the Acquisition was completed on 29 June 2010.

Reference is made to the circular of Sino Prosper State Gold Resources Holdings Limited (the “Company”) dated 31 May 2010 (the “Circular”) in relation to the Acquisition. Defined terms in the Circular shall, unless the context otherwise requires, have the same meanings when used in this announcement.

The Board is pleased to announce that all the conditions precedent stipulated under the Acquisition Agreement have been fulfilled (except for item (g) as mentioned in the section headed “Letter from the Board – Conditions Precedent”, where as at the Completion Date (i) about HK\$2.95 million (equivalent to RMB2.6 million) were owing to some original sub-contractors who had entered into external subcontracting agreements with the PRC Company concerning the projects over the Target Mine and which agreements were recently released, and (ii) about HK\$3.4 million (equivalent to about RMB3 million) were owing to certain third parties in respect of expenses arising in the ordinary course of business of the PRC Company, to which the Group agreed to such expenses being incurred) and the Acquisition was completed on 29 June 2010. The Directors are of the view that these are not material changes to the terms of the Acquisition Agreement.

Following the Completion, each of Target BVI and Target HK has become an indirect wholly-owned subsidiary of the Company, and the PRC Company has become a 70% equity-held subsidiary of the Company.

Up to the date of Completion, out of the total Consideration of RMB147,000,000 (equivalent to approximately HK\$167,045,454), an aggregate sum of HK\$127,318,183 (comprising (i) the deposits in the aggregate sum of HK\$4,136,364 paid before or shortly after the signing of the Acquisition Agreement, and (ii) a sum of HK\$123,181,819 paid at Completion) was paid to the Vendor or to its order. Part of the Consideration in the aggregate sum of about HK\$7.9 million is set aside in accordance with the terms of the Acquisition Agreement and has not been paid to the Vendor. Such sum comprises (i) about HK\$4.95 million which will be injected by the Group through Target HK into the PRC Company as registered capital, and (ii) about HK\$2.95 million which is payable by the Target Group to certain original sub-contractors who had entered into external subcontracting agreements with the PRC Company concerning the projects over the Target Mine and which agreements were recently released (and in respect of which the Vendor has agreed to reimburse the Target Group).

The remaining balance of the Consideration in the sum of HK\$31,818,182 will be paid in accordance with the terms of the Acquisition Agreement (as mentioned in page 7 of the Circular).

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

Hong Kong, 29 June 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.