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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 DISCLOSEABLE
AND
CONNECTED TRANSACTION**

The Board is pleased to announce that the 2010 Acquisition was completed on 3 August 2010.

Reference is made to the circular of Sino Prosper State Gold Resources Holdings Limited (the “Company”) dated 7 June 2010 (the “Circular”) in relation to the 2010 Acquisition. Defined terms in the Circular, unless the context otherwise requires, shall have the same meanings when used in this announcement.

The Board is pleased to announce that all the conditions precedent stipulated under the 2010 Acquisition Agreement have been fulfilled and the 2010 Acquisition was completed on 3 August 2010.

The Target PRC has been an indirect non-wholly owned subsidiary of the Company since 30 September 2009. The 2010 Acquisition involves (i) the purchase by the Company from the First Vendor and the Second Vendor (who are joint venture partners to the Group holding 21% and 14% equity interest in the Target PRC respectively) of an aggregate 27% equity interest in the Target PRC pursuant to the terms and conditions of the 2010 Acquisition Agreement, and (ii) the subsequent contribution by the Group to additional portion of registered capital in the Target PRC to the extent of RMB44.3 million after completion of the 2010 Acquisition Agreement.

The corporate nature of the Target PRC was a Sino-foreign equity joint venture enterprise and, immediately following the completion of the transfer of the 27% equity interest in the Target PRC, the equity ownership of the Target PRC will be held as to 92% by the Group and 8% by the First Vendor respectively. Following completion of the increase in the said registered capital, the corporate nature of the Target PRC will have been amended to become a Sino-foreign cooperative joint venture enterprise, which will be subject to a profit-sharing ratio of 92% being enjoyed by the Group and 8% by the First Vendor, 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. For further details, please refer to page 7 and 8 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, 3 August 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.