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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 EXISTING SHARES

Joint Placing Agents



SAMSUNG SECURITIES

Samsung Securities (Asia) Limited



CLSA Limited

The Board is pleased to announce that completion of the Placing took place on 3 May 2011 in accordance with the terms and conditions of the Placing Agreement.

Reference is made to the announcement (the “**Announcement**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 27 April 2011, in relation to, among other matters, the Placing. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

THE PLACING

The Board is pleased to announce that completion of the Placing took place on 3 May 2011, pursuant to which a total of 1,100,000,000 Placing Shares at HK\$0.38 per Placing Share were successfully placed to not less than six Placees which are professional, institutional and other investors approved, selected and/or procured by or on behalf of the Placing Agents in accordance with the terms of the Placing Agreement.

CHANGES TO SHAREHOLDING AS A RESULT OF THE PLACING

The shareholding of the Vendor and his associates (if any) in the Company (a) immediately before the Placing; and (b) immediately after the Placing but before the Subscription are as follows:

Shareholders	Immediately before the Placing		Immediately after the Placing but before the Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor (Note)	1,493,600,000	22.10	393,600,000	5.83
Public Shareholders				
Placees under the Placing	–	–	1,100,000,000	16.27
Public shareholders immediately before the Placing	<u>5,266,244,971</u>	<u>77.90</u>	<u>5,266,244,971</u>	<u>77.90</u>
Total:	<u><u>6,759,844,971</u></u>	<u><u>100.00</u></u>	<u><u>6,759,844,971</u></u>	<u><u>100.00</u></u>

Note: Immediately before the signing of the Placing Agreement, the Vendor owned 1,493,600,000 Shares.

As shown in the above shareholding table, immediately after completion of the Placing, a minimum of 25% of the then issued share capital of the Company was in public hands.

THE SUBSCRIPTION

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

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

Hong Kong, 3 May 2011

As at the date of this announcement, the executive directors of the Company are Mr Leung Ngai Man, Mr Sung Kin Man, Mr Ng Kwok Chu, Winfield, and Mr Yeung Kit and the independent non-executive directors of the Company are Mr Cai Wei Lun, Dr Leung Wai Cheung and Mr Zhang Qingkui.