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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**

### **SUBSCRIPTION OF NEW SHARES**

The Board is pleased to announce that completion of the Subscription took place on 9 May 2011 in accordance with the terms and conditions of the Subscription Agreement.

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

### **THE PLACING**

As announced by the Company in its announcement dated 3 May 2011, the Placing was completed on 3 May 2011.

## THE SUBSCRIPTION

On 9 May 2011, with all conditions precedent to the completion of the Subscription having been fulfilled, completion of the Subscription took place and an aggregate of 1,100,000,000 Subscription Shares (equivalent to the number of the Placing Shares placed) were allotted and issued to the Vendor at HK\$0.38 per Subscription Share (equivalent to the Placing Price).

## CHANGES TO SHAREHOLDINGS AS A RESULT OF THE PLACING AND THE SUBSCRIPTION

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

Shareholders	Immediately before completion of the Placing		Immediately after the Placing but before the Subscription		Immediately after the Placing and the Subscription	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Vendor <i>(Note)</i>	1,493,600,000	22.10	393,600,000	5.83	1,493,600,000	19.00
Public Shareholders Places under the Placing	-	-	1,100,000,000	16.27	1,100,000,000	14.00
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>	<u>5,266,244,971</u>	<u>67.00</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>	<u><u>7,859,844,971</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 both the Placing and the Subscription, a minimum of 25% of the then issued share capital of the Company were in public hands.

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

Hong Kong, 9 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.*