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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)

(Temporary Stock Code: 2988)

**CLARIFICATION,  
SUPPLEMENTAL DEED TO PLACING AGREEMENT  
AND RESUMPTION OF TRADING**

Reference is made to the Announcement in respect of, among others, the Placing.

After the entering into of the Placing Agreement, the Directors noted that the number of Warrants shall not exceed 20% of the issued share capital of the Company pursuant to Chapter 15 of the Listing Rules. As such, the Board wishes to announce that on 8 March 2012, the Company and the Placing Agent entered into the Supplemental Deed to amend the maximum number of Warrants to be placed under the Placing Agreement from 156,330,000 to 152,000,000. Save as aforesaid and the options granted under the share option scheme of the Company, the Company had no outstanding options, warrants and similar rights, the exercise of which, in aggregate with the Warrants, would exceed 20% of the issued share capital of the Company as required by Rule 15.02 of the Listing Rules. The Directors will ensure that any adjustment event in future to the Warrants, which may lead to adjustment to the number of Shares to be issued and allotted upon exercise of the Warrants, would not result in exceeding the limit granted under the General Mandate.

Save as amended by the Supplemental Deed, all terms and conditions of the Placing Agreement remain unchanged and in full force and effect.

**Shareholders and potential investors of the Company should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement (as amended by the Supplemental Deed). As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

**SUSPENSION AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 8 March 2012 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:00 a.m. on 9 March 2012.

Reference is made to the announcement of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 7 March 2012 in respect of, among others, the Placing (the “**Announcement**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as they are defined in the Announcement.

After the entering into of the Placing Agreement, the Directors noted that the number of Warrants shall not exceed 20% of the issued share capital of the Company pursuant to Chapter 15 of the Listing Rules. As such, the Board wishes to announce that on 8 March 2012, the Company and the Placing Agent entered into a supplemental Deed (the “**Supplemental Deed**”) to, among other things, amend the maximum number of Warrants to be placed under the Placing Agreement from 156,330,000 to 152,000,000. Save as aforesaid and the options granted under the share option scheme of the Company, the Company had no outstanding options, warrants and similar rights, the exercise of which, in aggregate with the Warrants, would exceed 20% of the issued share capital of the Company as required by Rule 15.02 of the Listing Rules. The Directors will ensure that any adjustment event in future to the Warrants, which may lead to adjustment to the number of Shares to be issued and allotted upon exercise of the Warrants, would not result in exceeding the limit granted under the General Mandate.

Save as amended by the Supplemental Deed, all terms and conditions of the Placing Agreement remain unchanged and in full force and effect. The Directors consider the terms of the Supplemental Deed to be fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The Warrant Shares will be allotted and issued under the General Mandate. Upon exercise in full of the subscription rights attaching to the Warrants, a maximum of 152,000,000 Warrants Shares will be allotted and issued, representing approximately 19.59% of the existing issued share capital of the Company as at the date of this announcement and approximately 16.38% of the issued share capital of the Company as enlarged by the allotment and issue of the Warrant Shares.

The maximum gross proceeds from the Placing will be HK\$1.5 million (without taking into account the exercise of the subscription rights attaching to the Warrants). The maximum net proceeds from the Placing (without taking into account the exercise of the subscription rights attaching to the Warrants), after taking into account the estimated expenses in relation to the Placing, will be approximately HK\$1.3 million.

Assuming exercise in full of the subscription rights attaching to the Warrants at the Subscription Price, it is expected that an additional amount of HK\$109.4 million will be raised, and the net proceeds raised per Warrant (including the allotment and issue of Warrant Share) will be approximately HK\$0.72. The aggregate net proceeds from the Placing and the allotment and issue of the Warrant Shares are intended to be used as general working capital of the Group and for future investment opportunities as and when they arise.

For illustration purpose only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion (assuming exercise in full of the subscription rights attaching to the Warrants at the Subscription Price and assuming that no further Shares will be issued or repurchased by the Company from the date of this announcement to the date of Completion) are as follows:

	<b>As a the date of this announcement</b>		<b>Immediately after Completion (assuming exercise in full of the subscription rights attaching to the Warrants at the Subscription Price and assuming that no further Shares will be issued or repurchased by the Company from the date of this announcement to the date of Completion)</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Leung Ngai Man (the Chairman of the Company and an executive Director)	149,703,000	19.30	149,703,000	16.14
Public				
Placees	–	–	152,000,000	16.38
Other public Shareholders	<u>626,084,497</u>	<u>80.70</u>	<u>626,084,497</u>	<u>67.48</u>
Total	<u><u>775,787,497</u></u>	<u><u>100.00</u></u>	<u><u>927,787,497</u></u>	<u><u>100.00</u></u>

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By Order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 8 March 2012

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