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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)

**COMPLETION OF PLACING OF UNLISTED WARRANTS
UNDER GENERAL MANDATE**

Placing Agent



Astrum Capital Management Limited

The Board is pleased to announce that the Placing was completed on 11 April 2012, and 152,000,000 Warrants were issued to not less than six Placees pursuant to the terms of the Placing Agreement.

Reference is made to the announcements of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 7 March 2012 and 8 March 2012, respectively, in relation to the proposed placing of unlisted warrants under general mandate (collectively, the “**Announcements**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF PLACING

The Board is pleased to announce that the Placing was completed on 11 April 2012, and 152,000,000 Warrants were issued to not less than six Placees pursuant to the terms of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees and their ultimate beneficial owners are independent of, not connected with, and not acting in concert with the Company or any director(s), chief executive(s) or substantial shareholder(s) of the Company or any of its subsidiaries or their respective associates.

EFFECT ON SHAREHOLDING

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.

As at the date of this announcement, the Company has 775,787,497 Shares in issue. For illustration purpose only, the shareholding structures 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 and assuming that there will be no further changes in the issued share capital of the Company prior to such exercise and no adjustment to the Subscription Price) are as follows:

	As at the date of this announcement		Immediately after Completion (assuming exercise in full of the subscription rights attaching to the Warrants and assuming that there will be no further changes in the issued share capital of the Company prior to such exercise and no adjustment to the Subscription Price)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Mr. Leung Ngai Man (<i>the Chairman of the Company and an executive Director</i>)	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>

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

Hong Kong, 11 April 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.