
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sino Prosper Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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SINO PROSPER HOLDINGS LIMITED

中盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

A notice convening an extraordinary general meeting of the Company to be convened at 11:00 a.m. on Monday, 23 November 2009 at Unit 1702-04, 17/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong is set out on page 5 of this circular. Form of proxy for use in the extraordinary general meeting is enclosed. Whether or not you plan to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

30 October 2009

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Cayman Registrar”	the Registrar of Companies in the Cayman Islands
“Company”	Sino Prosper Holdings Limited (中盈控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 1702-04, 17/F., Shui On Centre, 6-8 Harbour Road, Wanchai at 11:00 a.m., on Monday, 23 November 2009, notice of which is set out on page 5 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 October 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



SINO PROSPER HOLDINGS LIMITED

中盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

Executive Directors:

Mr. Leung Ngai Man (*Chairman*)

Mr. Ng Kwok Chu, Winfield

Mr. Yeung Kit

Mr. Wong Wa Tak

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Chan Sing Fai

Mr. Cai Wei Lun

Dr. Leung Wai Cheung

*Head office and principal place of
business in Hong Kong:*

Units 1702-04, 17/F

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

30 October 2009

*To the Shareholders and, for information purposes only,
the holders of outstanding options and warrants
of the Company*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EGM**

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolution to be proposed at the EGM and to give you notice of the EGM. A special resolution relating to the proposed change of the name of the Company is to be proposed at the EGM.

LETTER FROM THE BOARD

2. CHANGE OF COMPANY NAME

The Board proposes that, subject to the conditions set out below being fulfilled, the name of the Company be changed from “Sino Prosper Holdings Limited 中盈控股有限公司” to “Sino Prosper State Gold Resources Holdings Limited 中盈國金資源控股有限公司”.

Reasons and conditions for change of company name

The Board believes that the change of company name could better reflect the principal activities of the Group following the recent completion of a very substantial acquisition of the Company in September 2009 whereby the Group will expand its resources-related projects into those containing precious metal resources, such as gold.

The Change of Company Name shall be conditional upon (i) the passing of a special resolution by the Shareholders at the EGM; and (ii) the approval by the Registrar of Companies in the Cayman Islands.

As at the Latest Practicable Date, the Company has already reserved the proposed new name at the Registrar of Companies in the Cayman Islands.

Assuming all the above conditions having been fulfilled, the change of name shall take effect from the date on which the special resolution regarding the new name of the Company is passed. The Company will carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and also with the Companies Registry in Hong Kong.

Status of the existing certificates for securities of the Company

The change of company name will not affect any of the rights of any Shareholders. All existing share certificates in issue bearing the existing English and Chinese names of the Company will, after the change of company name becoming effective, continue to be evidence of legal title to the Shares of HK\$0.01 each of the Company and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. However, Shareholders, if so elect, may exchange the existing share certificates for new share certificates bearing the new names of the Company at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong at a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) per new share certificate.

New share certificates of the Company will be issued under the new name of the Company after the change of company name becoming effective. Further announcement will be made by the Company in relation to the effective date of the change of company name.

LETTER FROM THE BOARD

3. ACTION TO BE TAKEN

Set out on page 5 of this circular is a notice convening the EGM at which a special resolution will be proposed to approve the change of the name of the Company.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the EGM or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

4. VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39 of the Listing Rules, all proposed resolutions put to Shareholders at the EGM will be taken by poll.

5. RECOMMENDATION

The Directors consider that the proposed change of the name of the Company is in the best interests of the Company and its Shareholders and recommend Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

NOTICE OF EGM



SINO PROSPER HOLDINGS LIMITED

中盈控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sino Prosper Holdings Limited (the “**Company**”) will be convened at 11:00 a.m. on Monday, 23 November 2009 at Unit 1702-04, 17/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as a special resolution (with or without modifications):

“**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed from “Sino Prosper Holdings Limited 中盈控股有限公司 ” to “Sino Prosper State Gold Resources Holdings Limited 中盈國金資源控股有限公司 ” and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name.”

For and on behalf of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

Hong Kong, 30 October 2009

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Units 1702-04, 17/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

NOTICE OF EGM

Notes:

- 1 Any member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not to be a Shareholder.
- 2 To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
- 3 Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.