

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



## **SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED**

**中盈國金資源控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 766)

### **AMENDMENTS TO TERMS OF PLACING AGREEMENT IN RELATION TO PLACING OF NEW SHARES UNDER A SPECIAL MANDATE**

**Placing Agent**

**SAMSUNG SECURITIES**



**Samsung Securities (Asia) Limited**

Reference is made to the announcement of the Company dated 12 March 2010 in relation to the proposed placing of new shares under a special mandate (the “**Announcement**”). Terms used herein shall have the same meanings as defined in the Announcement.

### **ADJUSTMENTS TO THE TERMS OF THE PLACING AGREEMENT**

The Company and the Placing Agent entered into a supplemental agreement on 23 March 2010 (the “**Supplemental Agreement**”) (after the trading hours of the Stock Exchange) to amend the Placing Agreement to the effect that the Placing Price would be notified by the Placing Agent to the Company by no later than 4:00 p.m. on the Book Building Closing Date and Placing Price (i) will be no less than HK\$0.10 per Share, and (ii) will represent a discount of not more than 20% to the “benchmark price” (having such meaning as ascribed to such term under Rule 13.36(5) of the Listing Rules) as of the date of the Book Building Closing Date.

Save as disclosed above, other terms and conditions of the Placing Agreement shall remain unchanged with full force and effect.

**As disclosed in the Announcement, Completion is subject to the fulfillment of the conditions precedent as set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 23 March 2010

*As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit, Mr. Wong Wa Tak and Mr. Ng Kwok Chu, Winfield, and the independent non-executive Directors of the Company are Mr. Chan Sing Fai, Mr. Cai Wei Lun and Dr. Leung Wai Cheung.*