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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)

**VOLUNTARY ANNOUNCEMENT: ACQUISITION OF SHARES
BY A SUBSTANTIAL SHAREHOLDER**

On 29 August 2012, the Company was informed by Mr. Leung Ngai Man that he acquired 43,415,000 ordinary shares in the Company, representing approximately 5.60% of the issued share capital of the Company. Mr. Leung is a substantial shareholder, the Chairman and an executive Director of the Company.

Immediately before the above acquisition, Mr. Leung was the beneficial owner of 156,343,000 Shares. Mr. Leung will, after taking into account the Shares acquired by him as mentioned above, become interested in 199,758,000 Shares (representing about 25.75% of the issued share capital of the Company).

ACQUISITION OF SHARES BY A SUBSTANTIAL SHAREHOLDER

On 29 August 2012, the board (“**Board**”) of directors (“**Directors**”) of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) was informed by Mr. Leung Ngai Man (“**Mr. Leung**”) that on 29 August 2012, Mr. Leung acquired 43,415,000 ordinary shares (“**Shares**”) of HK\$0.1 each in the Company at a price of HK\$0.29 per Share. Mr. Leung is a substantial shareholder (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”)), the Chairman and an executive Director of the Company. The said 43,415,000 Shares represent about 5.60% of the issued ordinary Shares in the Company.

Immediately before the above acquisition, Mr. Leung was the beneficial owner of 156,343,000 Shares (representing about 20.15% of the issued share capital of the Company). Mr. Leung will, after taking into account the Shares acquired by him as mentioned above, become interested in 199,758,000 Shares (representing about 25.75% of the issued share capital of the Company).

SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information currently in the Company's possession, the shareholding structure of the Company immediately after the above acquisition is set out below:

Shareholders	Immediately before the Acquisition		Immediately after the Acquisition	
	<i>Number of Shares held</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Shares held</i>	<i>Approximate percentage of shareholding</i>
Mr. Leung	156,343,000	20.15%	199,758,000	25.75%
Orchard Capital Partners (Hong Kong) Limited <i>(Note (i))</i>	77,711,000	10.02%	77,711,000	10.02%
Credit Suisse Securities (Europe) Limited <i>(Note (ii))</i>	62,035,500	8.00%	62,035,500	8.00%
Matterhorn Investment Management (Asia) Limited <i>(Note (iii))</i>	54,645,300	7.04%	54,645,300	7.04%
HSBC Global Asset Management (Hong Kong) Limited	46,512,000	6.00%	3,097,000	0.40%
Public	<u>378,540,697</u>	<u>48.79%</u>	<u>378,540,697</u>	<u>48.79%</u>
Total	<u><u>775,787,497</u></u>	<u><u>100%</u></u>	<u><u>775,787,497</u></u>	<u><u>100%</u></u>

Notes:

- (i) EDDS Teall Nathaniel and WILSON Stuart Michael held 33% interest of Orchard Capital Partners Limited, which in turn was the holding company of Orchard Capital Partners (Hong Kong) Limited which held 77,711,000 Shares.
- (ii) Credit Suisse Securities (Europe) Limited, the beneficial owner of 62,035,500 Shares, was a wholly owned subsidiary of Credit Suisse Investments Holdings (UK) which (through Credit Suisse Investments (UK) and Credit Suisse AG) was ultimately and wholly owned by Credit Suisse Group AG.

- (iii) Matterhorn Investment Management (Asia) Limited was appointed as non-beneficial discretionary investment manager to Somercourt Investments Limited. Somercourt Investments Limited was interested in 54,645,300 Shares. It was a wholly owned subsidiary of Somercourt Services which in turn was 69.05% controlled by George Robinson.

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

Hong Kong, 29 August 2012

As at the date of hereof, the Board comprises the following members: (a) as executive Directors, Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit and Mr. Ng Kwok Chu, Winfield; and (b) as independent non-executive Directors, Mr. Cai Wei Lun, Dr. Leung Wai Cheung and Mr. Zhang Qingkui.