

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



**sino**gold

**SINO GOLD MINING LIMITED**

**澳華黃金有限公司\***

*(incorporated in the New South Wales, Australia with limited liability)*

**(STOCK CODE: ASX: SGX, SEHK: 1862)**

*(a company incorporated in New South Wales, Australia with limited liability under the Australian Corporations Act 2001 (Commonwealth of Australia))*

22 February 2008

**Repayment of Golden China debentures  
by way of issuing new Shares**

Reference is made to the announcement dated 13 February 2008 wherein Sino Gold advised that following completion of the acquisition of Golden China Resources Corporation ("Golden China") it had made an offer to all holders of Golden China 11.5% debentures for the early repayment of those debentures by the issue of Shares. The total amount outstanding on the debentures at 12 February 2008 was C\$18,068,055 (principal plus interest). The initial offer to repay debentures of C\$13,796,967 (principal plus interest) was made to non-Canadian holders on 13 February 2008. Sino Gold now proposes to make an offer to Canadian debenture holders for the balance of C\$4,271,088 plus additional interest of C\$13,406 to 22 February 2008 on the terms set out in the attached announcement.

More details are included in the attached announcement.

By Order of the Board  
**SINO GOLD MINING LIMITED**  
**James Edward Askew**  
*Chairman*

As at the date of this announcement, the directors of Sino Gold Mining Limited are:

**Executive directors:**

Mr. Jacob Klein

Mr. Hanjing Xu

**Non-executive directors:**

Mr. James William D'Altera Dowsley

Mr. Jianguo Zhong

**Independent non-executive directors:**

Mr. James Edward Askew

Mr. Peter William Cassidy

Mr. Brian Henry Davidson

Mr. Peter John Housden

*\* for identification purposes only*

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



## **SINO GOLD MINING LIMITED**

**澳華黃金有限公司\***

*(incorporated in the New South Wales, Australia with limited liability)*

**(STOCK CODE: ASX: SGX, SEHK: 1862)**

*(a company incorporated in New South Wales, Australia with limited liability  
under the Australian Corporations Act 2001 (Commonwealth of Australia))*

22 February 2008

### **Repayment of Golden China debentures by way of issuing new Shares**

References is made to the announcement dated 13 February 2008 wherein Sino Gold advised that following completion of the acquisition of Golden China Resources Corporation ("Golden China") it had made an offer to all holders of Golden China 11.5% debentures for the early repayment of those debentures by the issue of Shares. The total amount outstanding on the debentures at 12 February 2008 was C\$18,068,055 (principal plus interest). The initial offer to repay debentures of C\$13,796,967 (principal plus interest) (the "Initial Offer") was made to non-Canadian holders on 13 February 2008. Sino Gold now proposes to make an offer (the "Offer") to Canadian debenture holders for the balance of C\$4,271,088 plus additional interest of C\$13,406 to 22 February 2008 on the following terms:

The repurchase of all the outstanding Golden China 11.5% debentures in consideration of the issuance of Shares on the basis of 144.8290 Shares for every C\$1,000 principal amount of debentures. This exchange ratio equates to a Share price of C\$6.9047 per Share which is a 3% discount to the volume weighted average trading price of the Shares on ASX for the 5 trading days ended 22 February 2008 (based on the Bank of Canada noon exchange rate on 22 February 2008).

Assuming the Offer is fully accepted, the maximum number of new Shares to be issued is 620,520, representing approximately 0.25% of the existing share capital of Sino Gold, the share capital of Sino Gold as enlarged by the Initial Offer and the share capital of Sino Gold as enlarged by the Initial Offer and the Offer respectively. The new Shares pursuant to the Offer will be issued under the general mandate of Sino Gold under the rules of ASX. The only utilisation of the general mandate at the date of this

announcement will be in relation to the Shares to be issued pursuant to the Initial Offer made to debenture holders.

Set out below is the shareholding structure of Sino Gold (i) as at the date of this announcement; (ii) immediately after the issue of new Shares pursuant to the Initial Offer assuming 100% acceptance of the Initial Offer; and (iii) immediately after the issue of the new Shares pursuant to the Initial Offer and the Offer and assuming 100% acceptance of the Initial Offer and the Offer and based on an issue price of the Shares of C\$6.9047 (A\$7.4356).

	As at the date of this announcement		Immediately after the issue of the new Shares pursuant to the Initial Offer assuming 100% acceptance of the Initial Offer		Immediately after the issue of the new Shares pursuant to the Initial Offer and the Offer and assuming 100% acceptance of the Initial Offer and the Offer	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Gold Fields Australasia BVI Ltd. Directors	37,369,421	15.5	37,369,421	15.3	37,369,421	15.3
Public Debenture holders	-	-	2,208,857	0.9	2,829,377	1.2
Other public shareholders	199,837,777	82.8	199,837,777	82.1	199,837,777	81.8
Sub-total of public shareholders	199,837,777	82.8	202,046,634	83.0	202,667,154	83.0
Total	241,348,554	100.0	243,557,411	100.0	244,177,931	100.0

To the best of the knowledge and belief of the Directors, and after making all reasonable enquiry, the holders of Golden China 11.5% debentures and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons. As far as the Directors are aware, the completion of the Offer will not result in any new substantial shareholders of Sino Gold.

## RANKING

The new Shares, when fully paid, allotted and issued, will be free from all claims, charges, liens, encumbrances and equities whatsoever and will rank *pari passu* with any existing Shares in issue save for any right or entitlement to dividends or other rights or distributions. There is no restriction on subsequent sale of the Shares pursuant to the Offer upon completion of the Offer.

## CONDITION

Completion of the Offer is subject to the granting of the listing of, and permission to deal in, the new Shares pursuant to the Offer by the Listing Committee of the Stock Exchange.

## REASONS FOR THE OFFER

The Directors believe that the terms of the Offer are fair and reasonable and in the interests of the Group and its Shareholders as a whole on the basis that the completion of the Offer may strengthen the capital base of Sino Gold and reduce the liabilities of the Group.

## FUND RAISING EXERCISES FOR THE PAST 12 MONTHS

Details of the fund raising exercises and the use of remaining balance have been set out in Sino Gold's announcement dated 13 February 2008 and remain unchanged.

## GENERAL

Sino Gold principally explores, evaluates, develops and operates gold mines in the People's Republic of China.

Application will be made to the Stock Exchange for the listing of, and permission to, deal in the new Shares. A further announcement will be issued by Sino Gold upon completion of the Offer.

## DEFINITIONS

"ASX"	Australian Securities Exchange
"A\$"	Australian dollars, the lawful currency of Australia
"C\$"	Canadian dollars, the lawful currency of Canada
"Directors"	directors of Sino Gold
"Group"	Sino Gold and its subsidiaries
"Share(s)"	share(s) of Sino Gold
"Sino Gold"	Sino Gold Mining Limited, a company incorporated in Australia and the securities of which are listed on ASX and the Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.