

For the month ended (dd/mm/yyyy):

## Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing Limited								
Name of Issuer Sino Prosper (Group) Holdings Limited								
Date Submitted	04/03/2014							
I. Movements in Authorised Share Cap	ital							
1. Ordinary Shares								
(1) Stock code: 766 Description: N/A								
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)					
Balance at close of preceding month	4,000,000,000	HK\$0.1	HK\$400,000,000					
Increase	N/A	N/A	<u>N/A</u>					
Balance at close of the month	4,000,000,000	HK\$0.1	HK\$400,000,000					
(2) Stock code : <u>N/A</u> Descri	iption: N/A							
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)					
Balance at close of preceding month	N/A	N/A	<u>N/A</u>					
Increase/(decrease)	<u>N/A</u>	N/A	<u>N/A</u>					
Balance at close of the month	N/A	N/A	N/A					

28/2/2014

2.	Preference	Shares

Increase/(decrease)

Balance at close of the month

Stock code : N/A Descr	ription : N/A			
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	N/A	N/A	N/A	
Increase/(decrease)	N/A	N/A	N/A	
Balance at close of the month	N/A	N/A	N/A	
3. Other Classes of Shares				
Stock code : <u>N/A</u> Descr	ription: N/A			
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	N/A	N/A	N/A	

Total authorised share capital at the end of the month (State	HK\$400,000,000
currency):	

N/A

N/A

N/A

N/A

N/A

N/A

## II. Movements in Issued Share Capital

	No. of or	dinary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	813,587,497	N/A	<u>N</u> /A	<u>N</u> /A		
Increase/ (decrease) during the month	0	N/A	N/A	N/A		
Balance at close of the month	813,587,497	N/A	N/A	N/A		

## III. Details of Movements in Issued Share Capital

Particulars of share option scheme					No. of new shares of issuer issued during	No. of new shares of issuer which may be	
including EGM					the month pursuant	issued pursuant thereto	
approval date		Movement du	ring the month		thereto	as at close of the month	
(dd/mm/yyyy) and		1VIO VOINCIII du	ring the month		_		
class of shares							
issuable	Granted	Exercised	Cancelled	Lapsed			
1.Share option							
scheme							
Meeting approved							
(25/04/2002) * &							
(20/04/2012)							
Ordinary shares	0	0	0	0	0	97,620,000 *	
(Note 1)							
2.N/A							
( / / )							
shares	N/A	N/A	N/A	N/A	N/A	N/A	
(Note 1)		- 1,111					
3.N/A							
( / / )							
shares	N/A	N/A	N/A	N/A	N/A	N/A	
(Note 1)							
( )		Т	Total A. (Oro	linary shares)	0		
			(Prefe	erence shares)	N/A		
			•	(Other class)	N/A		
Cotal funds raised duri	ing the month	from exercise of					
ptions (State currency			HK\$0				

shareholders at an EGM held on 24 February 2012 (as detailed in the Company's circular dated 8 February 2012 and

Company's announcement dated 24 February 2012) becoming effective on 27 February 2012

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yy)	yy)	Currency of nominal value	Nominal value at close of preceding month	during the	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Unlisted warrants							
		HK\$	15,200,000	N/A	15,200,000	N/A	152,000,000
(31 / 12 / 2014)		ΠΙΚΦ	13,200,000	14/11	13,200,000	11/11	132,000,000
Stock code (if listed)	N/A			_			
Class of shares	0.1						
issuable ( <i>Note 1</i> ) Subscription price	Ordin HK\$0			-			
AGM approval date	ПКЭ	0.72		_			
(if applicable)							
(dd/mm/yyyy)	( 30/0	08/2011)		_			
2.N/A							
		N/A	N/A	N/A	N/A	N/A	N/A
( / / )			_ ,,,,,	- "			
Stock code (if listed)	N/A			_			
Class of shares	NT / A						
issuable ( <i>Note 1</i> ) Subscription price	N/A N/A			-			
EGM approval date	1 <b>V</b> /A			_			
(if applicable)							
(dd/mm/yyyy)	N/A		( / / )	_			
3.N/A							
		N/A	N/A	N/A	N/A	N/A	N/A
( / / )						-	
Stock code (if listed)	N/A			_			
Class of shares	N/A						
issuable ( <i>Note 1</i> ) Subscription price	$\frac{N/A}{N/A}$			_			
EGM approval date	11/11			_			
(if applicable)	37/1						
(dd/mm/yyyy) 4.N/A	N/A		( / / )	-			
4.IV/A							
		N/A	N/A	N/A	N/A	N/A	N/A
( / / )							
Stock code (if listed)	N/A			=			
Class of shares issuable (Note 1)	N/A						
Subscription price	$\frac{N/A}{N/A}$			_			
EGM approval date				_			
(if applicable)	<b>NT/A</b>						
(dd/mm/yyyy)	N/A		( / / )	_			
			Tota	al B. (Ordi	nary shares) N/A	A	
					ence shares) $\frac{N}{N}$		<del>-</del> -
				(	Other class) $N/A$	4	<del>-</del>

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new shares of No. of new shares of issuer issuer which may be issued pursuant Amount at issued during thereto as at close of Converted the month Currency of close of Amount at preceding the month during the close of the pursuant amount Class and description month thereto month outstanding month 1. Convertible bonds

		łK\$	195,000,000	0		195,000,00	0 0		527,027,027
Stock code (if listed)	N/A								
Class of shares issuable ( <i>Note 1</i> )	Ordi	noeti							
Subscription price	HK\$								
EGM approval date	ΠΙΚΦ	0.57							
(if applicable)									
(dd/mm/yyyy))	(11/1	.0/2013)							
2. N/A									
		N/A	N/A		N/A	<u>N/A</u>		N/A	<u>N/A</u>
Stock code (if listed) Class of shares	N/A								
issuable (Note 1)	N/A								
Subscription price	NA								
EGM approval date									
(if applicable)									
(dd/mm/yyyy)	N/A	( /	/ / )						
3. N/A									
		NT/A	NT/ 4		27/4	27/4		37/4	27/4
Stock code (if listed)	N/A	N/A	N/A		N/A	<u>N/A</u>		N/A	<u>N/A</u>
Class of shares	11/71								
issuable (Note 1)	N/A								
Subscription price	NA								
EGM approval date									
(if applicable)	NT/A	(							
(dd/mm/yyyy)	N/A	( /	/ / )						
4. N/A									
		N/A	N/A		N/A	N/A		N/A	N/A
Stock code (if listed)	N/A	11/21	14/11		11/71	11/71		11/71	11/11
Class of shares									
issuable (Note 1)	N/A								
Subscription price	NA								
EGM approval date									
(if applicable) (dd/mm/yyyy)	N/A	(	/ / )						
(uu/IIIII/yyyy)	1 <b>N</b> /A	( /	/ / )		Total C	(Ordinary s	hares) N/	A	
						Preference s			
					`		class) N/		

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A ( // ) shares (Note 1)	N/A	N/A
2. N/A ( / / )		
3. N/A	N/A	N/A
shares (Note 1)  Total D. (Ordinary shares)		N/A
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A	

				No. of new shares of issuer issued during the month pursuant thereto pursuant thereto as at close of the month
	Type of Issue			
			Class of shares N/A issuable (Note 1)	_
1.	Rights issue	At price : State currency N/A	Issue and allotment ( / / date : (dd/mm/yyyy)	)
			EGM approval date: ( / / (dd/mm/yyyy)	
				<u>N/A</u> <u>N/A</u>
			Class of shares N/A issuable (Note 1)	_
2.	Open offer	At price : State currency N/A	Issue and allotment ( / / date : (dd/mm/yyyy)	)
			EGM approval date: ( / / (dd/mm/yyyy)	)
				N/A N/A
			Class of shares N/A issuable (Note 1)	_
3.	Placing	At price : State currency N/A	Issue and allotment ( / / date : (dd/mm/yyyy)	)
			EGM approval date: ( / / (dd/mm/yyyy)	
				<u>N/A</u> <u>N/A</u>
			Class of shares N/A issuable (Note 1)	_
4.	Bonus issue	N/A	Issue and allotment ( / / date : (dd/mm/yyyy)	)
			EGM approval date: ( / / (dd/mm/yyyy)	)
			••••	<u>N/A</u> <u>N/A</u>

For Main Board and GEM listed issuers

Type of Issue				10	· · ·	No. of new shares of issuer issued during the month pursuant thereto	
Scrip dividend   At price : State currency   N/A   Issue and allotment date : (dd/mm/yyyy)		Type of Issue					
date : (dd/mm/yyyy)   EGM approval date: ( / / )   (dd/mm/yyyy)				N/A			
Class of shares   N/A   N/A	5.	Scrip dividend At price : State currency N/A		( / /	)		
Class of shares   N/A   repurchase of shares   N/A   repurchase of shares   N/A   repurchase of shares   Cancellation date : ( / / ) (dd/mm/yyyy)   EGM approval date: ( / / ) (dd/mm/yyyy)   N/A				( / /	)		
Cancellation date : ( / / )						N/A	<u>N/A</u>
6. Repurchase of shares    Cancellation date : ( / / )				N/A			
Class of shares N/A redeemed (Note 1)  7. Redemption of shares (//) (dd/mm/yyyy)  EGM approval date: (//) (dd/mm/yyyy)  8. Consideration issue At price: State currency N/A Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (//) (dd/mm/yyyy)  EGM approval date: (//) (dd/mm/yyyy)  EGM approval date: (//) (dd/mm/yyyy)	6.		Cancellation date:	( / /	)		
Class of shares   N/A   N/A				( / /	)		
redeemed (Note 1)  7. Redemption of shares  Redemption date: ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)  N/A  Class of shares N/A issuable (Note 1)  8. Consideration issue  At price: State currency N/A issue and allotment date: ( / / )  EGM approval date: ( / / )  EGM approval date: ( / / )  EGM approval date: ( / / )			(2-2			N/A	N/A
7. Redemption of shares  Redemption date: ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / )  (dd/mm/yyyy)  N/A  N/A  Class of shares N/A issuable (Note 1)  8. Consideration issue  At price: State currency  At price: State currency  EGM approval date: ( / / )  date: (dd/mm/yyyy)  EGM approval date: ( / / )  (dd/mm/yyyy)				N/A			
(dd/mm/yyyy)  N/A  N/A  N/A  Class of shares N/A issuable (Note 1)  8. Consideration issue  At price: State N/A currency  Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	7.		Redemption date:	( / /	)		
Class of shares N/A issuable (Note 1)  8. Consideration issue  At price: State of shares N/A issuable (Note 1)  Issue and allotment of the currency of the cur				( / /	)		
issuable (Note 1)  8. Consideration issue  At price: State currency N/A date: (dd/mm/yyyy)  EGM approval date: (///) (dd/mm/yyyy)						N/A	N/A
issue At price : currency date : (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)				N/A			
(dd/mm/yyyy)	8.			( / /	)		
N/A N/A				( / /	)		
			(dd/iiiii/yyyy)			N/A	N/A

For Main Board and GEM listed issuers

N/A

N/A

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	shares of issuer which may be
	Type of issue					
		Class of shares issuable ( <i>Note 1</i> )	N/A			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date:	( / /	)		
		(dd/mm/yyyy)			N/A	N/A
		Class of shares issuable ( <i>Note 1</i> )	N/A			
10.	Other (Please specify) At price : State currency M/A	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
		Total E.	(Preferer	ice s	hares) N/A hares) N/A class) N/A	
To	otal increase / (decrease) in ordinary shares durin	ng the month (i.e. Total of	A to E):		(1) 0	
					(2) N/A	

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):	
Submitted by:	Cheng Chung Yung
Title:	Company secretary
(Director, Secretary or other duly authorised officer)	

## Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.