

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 30/4/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Sino Prosper (Group) Holdings Limited
Date Submitted	05/05/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>766</u> Descri	iption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	40,000,000,000*	HK\$0.01*	HK\$400,000,000
Increase	<u>N/A</u>	N/A	<u>N/A</u>
Balance at close of the month	40,000,000,000	<u>HK\$0.01</u>	HK\$400,000,000
(2) Stock code : <u>N/A</u> Descri	iption : <u>N/A</u>		
	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>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

*The subdivision of each of the authorized but unissued ordinary shares with par value of HK\$0.1 into ten (10) unissued ordinary shares with par value of HK\$0.01 has been approved by the shareholders at the extraordinary general meeting of the Company held on 11 December 2013 and become effective on 25 March 2014. Details please refer to the Company's circular dated 18 November 2013 and announcement dated 26 March 2014.

2. Preference Shares

Stock code : <u>N/A</u> Descr	iption : <u>N/A</u>		
	No. of preference 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	<u>N/A</u>

3. Other Classes of Shares

Stock code : <u>N/A</u> Descr	iption : <u>N/A</u>		
	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	<u>N/A</u>
Increase/(decrease)	N/A	N/A	<u>N/A</u>
Balance at close of the month	N/A	<u>N/A</u>	<u>N/A</u>

Total authorised share capital at the end of the month (*State currency*) :

HK\$400,000,000

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	844,587,497	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	Nil	N/A	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	844,587,497	N/A	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option S	Schemes of the I	ssuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	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			0		_	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share option						
scheme						
Meeting approved						
(25/04/2002) * &						
(20/04/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	97,620,000 *
(Note 1)				·		
2.N/A						
shares	N/A	N/A	N/A	N/A	N/A	N/A
$\frac{1}{(Note 1)}$	1011	10/11		1011	1.011	
(1000 1)						
3.N/A						
shares	N/A	N/A	N/A	N/A	N/A	N/A
$\frac{1}{(Note 1)}$	10/11	10/11	10/11	10/11	10/11	10/11
(1000 1)		7	Total A. (Ordi	nary charee)	Nil	
		1		ence shares)		
				Other class)	N/A	
Total funds raised dur		from exercise of				
options (State currenc	y)		HK\$0			
* Number and	avanaina nei aa	of shane ontion	a wana a diwata d	for the offect	of the Shane Conselidati	on as approved by
					of the Share Consolidation of the Share Consolidation of the second states of the second states of the second states and the second states of the second sta	
					on 27 February 2012	01°001'uury 2012'ullu
company bu						

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							
		ιιιζ¢	15 200 000	NT'1	15 200 000	NT'1	152 000 000
(31/12/2014)		HK\$	15,200,000	Nil	15,200,000	Nil	152,000,000
Stock code (if listed)	N/A						
Class of shares				_			
issuable (Note 1)	Ordir	nary		_			
Subscription price	HK\$	0.72		_			
AGM approval date							
(if applicable) (dd/mm/yyyy)	(30/(08/2011)					
2.N/A	(30/(08/2011)		_			
		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	N/A			_			
EGM approval date							
(if applicable) (dd/mm/yyyy)	N/A		(/ /)				
3.N/A	1011		(, ,)	-			
		N/A	N/A	N/A	N/A	N/A	N/A
(/ /)							
Stock code (if listed)	N/A			_			
Class of shares							
issuable (<i>Note 1</i>)	N/A			_			
Subscription price EGM approval date	N/A			_			
(if applicable)							
(dd/mm/yyyy)	N/A		(/ /)	_			
4.N/A							
		N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed) Class of shares	N/A			-			
issuable (<i>Note 1</i>)	N/A						
Subscription price	N/A			-			
EGM approval date	- 1/ 4 4			-			
(if applicable)							
(dd/mm/yyyy)	N/A		(/ /)	-			
			T . ()	1 D (Omd:	nome abarras) N''		
			Tota		nary shares) <u>Nil</u> ence shares) N/A		
					Other class) N/A		-
				(-	-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount 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. Convertible bonds						
	HK\$	183,530,000	Nil	183,530,000	Nil	496,027,027
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.37					
EGM approval date						
(if applicable) (dd/mm/yyyy)) 2. N/A	(11/10/2013)					
	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	N/A					
Subscription price	NA					
EGM approval date						
(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 TV/A	11/21	11/11	11/21	11/7	10/24
Class of shares						
issuable (Note 1)	N/A					
Subscription price	NA					
EGM approval date (if applicable)						
(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					
Class of shares	NT / A					
issuable (<i>Note 1</i>) Subscription price	N/A NA					
EGM approval date	11/1					
(if applicable)						
(dd/mm/yyyy)	N/A (/	/)				
			Total C. (Ordinary shares) <u>Nil</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>			

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. <u>N/A</u>	-	
(/ /) shares (Note 1)	N/A	N/A
2. N/A		
(/ /) shares (Note 1)	N/A	N/A
3. N/A		
(/ /) shares (Note 1)	N/A	N/A
		1.1.1.1
Total D. (Ordinary shares) (Preference shares)	N/A N/A	
(Other class)	N/A N/A	
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Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Other Movements in Issued Share Capital

	ner movements i							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
	Type of Issue								
					Class of shares issuable (<i>Note 1</i>)	N/A			
1.	Rights issue	At price :	State currency	N/A	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
					EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
								10/21	
					Class of shares issuable (<i>Note 1</i>)	N/A			
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
									<u>IN/A</u>
					Class of shares issuable (<i>Note 1</i>)	N/A			
3.	Placing	At price :	State currency	N/A	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
					EGM approval date: (dd/mm/yyyy)	(/ /)	NT/A	N1/A
								<u>N/A</u>	<u>N/A</u>
					Class of shares issuable (<i>Note 1</i>)	N/A	,		
4.	Bonus issue			N/A	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
					EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
								<u> </u>	11/21

	Time of La			For M	<u>⁄Iain</u>	Board and GEM li No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be
	Type of Issue		Class of shares	N/A			
			issuable (Note 1)				
5.	Scrip dividend	At price : $\frac{\text{State}}{\text{currency}}$ $\frac{\text{N/A}}{\text{N/A}}$	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			
6	Repurchase of		repurchased (Note 1)	(/ /)		
6.	shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares redeemed (<i>Note 1</i>)	N/A			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/hill/yyyy)			<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)	N/A			
8.	Consideration issue	At price : $\frac{\text{State}}{\text{currency}} \frac{\text{N/A}}{\text{N/A}}$	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

			For Main	Board and GEM li	sted issuers
				No. of new shares of issuer issued during the month pursuant thereto	
	Type of Issue				
9.	Capital	Class of shares issuable (<i>Note 1</i>)	ordinary		
	reorganisation (Details please refer to Remark)	Reduction and Subdivision date : (dd/mm/yyyy)	(25/3/2014)		
	Kellurk)	EGM approval date: (dd/mm/yyyy)	(11/12/2013)		
				Nil	<u>Nil</u>
		Class of shares issuable (<i>Note 1</i>)	N/A		
10.	Other (Please specify) At price : State <u>N/A</u>	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
		Total E.	(Ordinary sh (Preference sh (Other o		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

On 7 November 2013, the Company announced that the Company proposed a capital reduction whereby the par value of each of the issued existing shares from HK\$0.1 be reduced to HK\$0.01 per share by cancelling paid-up capital of HK\$0.09 per share, so as to form ordinary shares with par value of HK\$0.01 each; and immediately following the capital reduction, each of the authorized but unissued ordinary shares with par value of HK\$0.1 each be subdivided into ten (10) unissued ordinary shares with par value of HK\$0.01 each.

The above proposed capital reorganization was approved by the shareholders at the EGM held on 11 December 2013 and the capital reorganization become effective after 10:00 pm on 25 March 2014.

Details please refer to the Company's circular dated 18 November 2013 and announcements dated 11 December 2013, 12 March 2014 and 26 March 2014 respectively.

 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.*