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If you are in any doubt as to any aspect of this circular or as to the action to be immediately taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Sino Prosper (Group) Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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SINO PROSPER (GROUP) HOLDINGS LIMITED

中盈(集團)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit A03, 11/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 9:30 a.m. on Friday, 12 September 2014 is set out on pages 13 to 17 of this circular.

Whether or not you intend to attend the annual general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the annual general meeting or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

25 July 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at Unit A03, 11/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 9:30 a.m. on Friday, 12 September 2014, the notice of which is set out on pages 13 to 17 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a written resolution passed by the then sole Shareholder on 25 April 2002, as amended from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961), as consolidated and revised of the Cayman Islands
“Company”	Sino Prosper (Group) Holdings Limited (中盈(集團)控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the Company’s power to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	18 July 2014 , being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to enable them to repurchase Shares on the Stock Exchange, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM BOARD



SINO PROSPER (GROUP) HOLDINGS LIMITED
中盈(集團)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

Executive Directors:

Leung Ngai Man (*Chairman*)

Sung Kin Man (*Chief Executive Officer*)

Independent non-executive Directors:

Xuan Hong

Cai Wei Lun

Zhang Qingkui

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit A03, 11/F.,

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wanchai, Hong Kong

25 July 2014

*To the Shareholders and, for information only,
the holders of outstanding options and warrants of the Company*

Dear Sir/Madam,

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting.

Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to: (1) the grant of each of the Issue Mandate, Repurchase Mandate and the Extension Mandate; and (2) the re-election of certain Directors.

LETTER FROM BOARD

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders on 28 June 2013, the Directors were granted (a) a general unconditional mandate to allot, issue or otherwise deal with the Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above.

The above mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution. On the basis of 844,587,497 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the Issue Mandate will be 168,917,499;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 112 of the Articles, Ms. Xuan Hong (an INED appointed on 3 December 2013 by the Board) shall hold office until the AGM. She, being eligible, will offer herself for re-election as Director at the AGM.

In accordance with Article 108(A) of the Articles, Mr. Sung Kin Man (an executive Director) and Mr. Zhang Qingkui (an INED) will retire from their office of Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

Particulars of Ms. Xuan Hong, Mr. Sung Kin Man and Mr. Zhang Qingkui are set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

Set out on page 13 to 17 of this circular is a notice convening the AGM at which resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, Repurchase Mandate and Extension Mandate; and
- (b) the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all proposed resolutions put to the Shareholders at the AGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

Resolutions to be proposed at the AGM include ordinary resolutions relating to, among others, (a) the grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (b) the re-election of each of the Directors. The Board considers that all these proposed resolutions are in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the AGM.

LETTER FROM BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and, there are no other matters the omission of which would make any statement herein or this circular misleading.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Sino Prosper (Group) Holdings Limited
Leung Ngai Man
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT TO REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with the requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which shares of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 844,587,497 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 84,458,749 Shares, representing not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the Latest Practicable Date.

Notwithstanding the above, the Company will only be allowed to repurchase under the Repurchase Mandate a maximum number of Shares which represents not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that seeking the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over

APPENDIX I EXPLANATORY STATEMENT TO REPURCHASE MANDATE

the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or the gearing position as disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2014 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
July	0.23	0.17
August	0.30	0.19
September	0.31	0.25
October	0.28	0.21
November	0.23	0.20
December	0.31	0.20
2014		
January	0.37	0.27
February	0.31	0.25
March	0.32	0.25
April	0.32	0.25
May	0.28	0.24
June	0.25	0.23
July (up to the Latest Practicable Date)	0.25	0.23

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles.

APPENDIX I EXPLANATORY STATEMENT TO REPURCHASE MANDATE

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the Company exercising the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Leung Ngai Man was the owner of (or interested in) approximately 28.95% of the then issued Shares.

On the basis of 844,587,497 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be allotted and issued or repurchased before the Annual General Meeting, if the Repurchase Mandate are exercised in full, the percentage increase of Mr. Leung in shareholdings in the Shares will amount to approximately 32.17%. On the basis of the shareholdings of Mr. Leung, an exercise of the Repurchase Mandate in full may result in Mr. Leung (and parties acting in concert with him) to become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Nevertheless, the Directors have no intention to exercise the Repurchase Mandate to an extent as may result in any shareholder becoming obliged to make a general offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchase pursuant to the Repurchase Mandate.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The particulars of the Directors who being eligible, offer themselves for re-election at the Annual General Meeting, are set out below:

Ms. Xuan Hong (“Ms. Xuan”)

Ms. Xuan, aged 49, joined the Group on 3 December 2013 as an INED. Ms. Xuan is also the chairlady of each of the audit committee and remuneration committee of the Company. She has the qualifications of Certified Public Accountant in the PRC and is a senior accountant, and has worked in several accounting firms. She has extensive working experience in accounting, auditing and taxation, and has substantial experience in accounting policy, tax law and judicial accounting sectors. Currently, Ms. Xuan is an independent non-executive director and the chairlady of each of the audit committee and the remuneration committee as well as a member of nomination committee of China Netcom Technology Holdings Limited (“**China Netcom**”) (stock code: 8071).

Save as disclosed above, Ms. Xuan Hong has not held any other directorships in any other listed companies or other major appointments and qualifications in the last three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Xuan did not have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Ms. Xuan has signed an appointment letter with the Group for an initial term of one year commencing from 3 December 2013, which would then be renewed thereafter on terms to be mutually agreed, unless terminated by either party giving not less than one month’s notice in writing to the other party. As at the Latest Practicable Date, Ms. Xuan was not entitled to any remuneration. She is subject to the rotational and retirement requirements under the Articles.

Save for her being a director of China Netcom (of which Mr. Leung Ngai Man, Mr. Cai Wei Lun, Mr. Sung Kin Man and Ms. Wu Wei Hua are directors of China Netcom, and such individuals are also Directors and/or senior management of the Company), Ms. Xuan does not have any relationship with any existing Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Ms. Xuan that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Sung Kin Man (“Mr. Sung”)

Mr. Sung, aged 42, joined the Group as Chief Executive Officer and Executive Director since November 2009. He is also a member of remuneration committee of the Company. Mr. Sung graduated from the University of Southern California and obtained a Bachelor’s Degree of Science in Business Administration majoring in finance and minoring in marketing. Mr. Sung has been working in the finance industry and international capital markets in Hong Kong and other parts of Asia since 1994. He has extensive management experience and prior to his appointment at the Company, Mr. Sung was an executive director of UBS Securities Asia Ltd., being responsible for business in Greater China and had been a director of Global Equity of Merrill Lynch Asia Inc. from 2005 to 2007. Currently, Mr. Sung is an executive director, an authorised representative and a member of the Senior Management Committee of China Netcom.

Save as disclosed above, Mr. Sung has not held any other directorships in any other listed companies or other major appointments and qualifications in the last three years prior to the Latest Practicable Date.

Mr. Sung has entered into a service contract with the Group for a period of twelve months commencing from 1 January 2014 to 31 December 2014, which may be renewed thereafter on terms to be mutually agreed. Each party may terminate such contract by giving to the other party one month’s notice or payment of one month’s salary in lieu. As at the Latest Practicable Date, Mr. Sung is entitled to a monthly salary of HK\$200,000. His salaries and benefits were determined with reference to his role and responsibilities within the Group and the prevailing market conditions. He is subject to the rotational and retirement requirements under the Articles.

As at the latest Practicable Date, Mr. Sung was beneficially interested (through holding of options granted by the Company under its share option scheme) in 7,000,000 underlying Shares of the Company. Save as disclosed above, Mr. Sung had no other interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save for serving China Netcom with Mr. Leung Ngai Man, Mr. Cai Wei Lun, Ms. Xuan Hong and Ms. Wu Wei Hua, who are also Directors and senior management of the Company, Mr. Sung does not have any relationship with any existing Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as at the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Sung that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Zhang Qingkui (“Mr. Zhang”)

Mr. Zhang, aged 46, joined the Group and was appointed as an INED in 2011. He is also a member of each of the audit committee and remuneration committee of the Company. Mr. Zhang graduated from the Faculty of Geology of China University of Mining and Technology in 1991 with a Bachelor’s degree in water engineering and graduated from China University of Geosciences in 2004 with a Postgraduate’s degree in geology. He has successively obtained the titles of and worked as assistant geology engineer, engineer and senior engineer. Since 1995, Mr. Zhang has been working with Liaoning Provincial Institute of Geological Exploration, being mainly responsible for the geological exploration of mines.

Save as disclosed above, Mr. Zhang has not held any other directorships in any other listed companies or other major appointments and qualifications in the last three years prior to the Latest Practicable Date.

As at the latest Practicable Date, Mr. Zhang was beneficially interested (through holding of options granted by the Company under its share option scheme) in 7,700,000 underlying Shares of the Company. Save as disclosed above, Mr. Zhang had no other interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Zhang has signed an appointment letter with the Group for a second term of two years commencing from 31 January 2013, which would then be renewed thereafter on terms to be mutually agreed, unless terminated by either party giving not less than one month’s notice in writing to the other party. As at the Latest Practicable Date, Mr. Zhang was not entitled to any remuneration. Mr. Zhang is also subject to the rotational and retirement requirements under the Articles.

Save as disclosed above, Mr. Zhang did not have any relationship with any existing Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as at the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Zhang that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



SINO PROSPER (GROUP) HOLDINGS LIMITED 中盈(集團)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Sino Prosper (Group) Holdings Limited (“**Company**”) will be held at Unit A03, 11/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong at 9:30 a.m. on Friday, 12 September 2014 to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors (“**Auditors**”) of the Company for the year ended 31 March 2014;
2. to re-elect the Directors (a) Ms. Xuan Hong; (b) Mr. Sung Kin Man; (c) Mr. Zhang Qingkui (each as a separate resolution); and (d) to authorise the board (“**Board**”) of Directors (which may be further delegated to its duly authorised committee) to fix their remuneration and to authorise the Board of the Company to fill any vacancy on the Board;
3. to re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors to hold office until conclusion of the next annual general meeting at a period to be agreed with the Board;

and as special business, to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with the unissued shares (“**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares), which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of any options granted under the share option schemes or similar arrangement of the Company adopted from time to time;
 - (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles**”) of the Company and other relevant regulations; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed the aggregate of (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any other applicable law to be held; and
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors of the Company to allot, issue or otherwise deal with additional shares of the Company pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to paragraph (a) of resolution numbered 5 above.”

By order of the Board
Sino Prosper (Group) Holdings Limited
Leung Ngai Man
Chairman and Executive Director

Hong Kong, 25 July 2014

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit A03, 11/F.,
Bank of East Asia Harbour View Centre,
56 Gloucester Road,
Wanchai,
Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the AGM convened by this notice shall be entitled to appoint one proxy or, if he/she is the holder of two or more Shares of the Company, more than one proxy to attend and, subject to the provisions of the articles of association (“**Articles**”) of the Company, vote in his/her stead. A proxy need not be a shareholder.
- (2) To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the branch registrar and transfer agent of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the AGM or any adjourned meeting.
- (3) In relation to proposed resolution numbered 2, Ms. Xuan Hong, Mr. Sung Kin Man and Mr. Zhang Qingkui will retire from their office of Directors of the Company at the AGM pursuant to the Articles, being eligible, offer themselves for re-election.
- (4) In relation to proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.
- (5) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (6) In the case of joint registered holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto or if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) The AGM is scheduled to be held on Friday, 12 September 2014. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 11 September 2014.

As at the date of this circular, the executive Directors of the Company are Mr. Leung Ngai Man and Mr. Sung Kin Man; and the independent non-executive Directors of the Company are Mr. Cai Wei Lun, Mr. Zhang Qingkui and Ms. Xuan Hong.