



Sino Prosper Holdings Limited
中盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 766)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2007

The board (“Board”) of directors (the “Directors”) of Sino Prosper Holdings Limited (the “Company”) announces the audited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2007 together with comparative figures for the previous year, which have been reviewed by the audit committee of the Company, as follows:

CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2007

	<i>Notes</i>	2007 HK\$'000	2006 HK\$'000
Continuing operations			
Revenue	3	20,138	1,867
Cost of sales		<u>(19,334)</u>	<u>(1,400)</u>
Gross profit		804	467
Other income and gains	5	6,661	1,229
Administrative expenses		(131,300)	(32,009)
Finance costs		<u>(40)</u>	<u>(40)</u>
Loss before tax		(123,875)	(30,353)
Income tax expense	6	<u>—</u>	<u>—</u>
Loss for the year from continuing operations		(123,875)	(30,353)
Discontinued operations			
Loss for the year from discontinued operations	7	<u>—</u>	<u>—</u>
Loss for the year	8	<u>(123,875)</u>	<u>(30,353)</u>
Attributable to:			
Equity holders of the Company		(122,173)	(29,913)
Minority interests		<u>(1,702)</u>	<u>(440)</u>
		<u>(123,875)</u>	<u>(30,353)</u>
Loss per share			
From continuing and discontinued operations	10		
Basic and diluted (HK cents per share)		<u>9.91</u>	<u>3.13</u>
From continuing operations			
Basic and diluted (HK cents per share)		<u>9.91</u>	<u>3.13</u>

CONSOLIDATED BALANCE SHEET

At 31 March 2007

	<i>Notes</i>	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment		<u>586</u>	<u>986</u>
Current assets			
Trade and other receivables	<i>11</i>	17,269	64,118
Amounts due from minority shareholders		3,698	3,583
Bank balances and cash		<u>258,960</u>	<u>135,064</u>
		<u>279,927</u>	<u>202,765</u>
Current liabilities			
Trade and other payables	<i>12</i>	15,397	12,395
Obligation under a hire-purchase contract		<u>186</u>	<u>186</u>
		<u>15,583</u>	<u>12,581</u>
Net current assets		<u>264,344</u>	<u>190,184</u>
Total assets less current liabilities		<u>264,930</u>	<u>191,170</u>
Non-current liabilities			
Obligation under a hire-purchase contract		<u>311</u>	<u>497</u>
Net assets		<u>264,619</u>	<u>190,673</u>
Capital and reserves			
Share capital		12,742	11,495
Share premium and reserves		<u>250,362</u>	<u>176,068</u>
Equity attributable to equity holders of the Company		263,104	187,563
Minority interests		<u>1,515</u>	<u>3,110</u>
Total equity		<u>264,619</u>	<u>190,673</u>

Notes:

1. BASIS OF PREPARATION

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time, a number of new standard, amendments and interpretations (the “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which are either effective for accounting periods beginning on or after 1 December 2005 or 1 January 2006. The adoption of the new HKFRSs has no material effect on how the results and financial position for the current and prior accounting years are prepared and presented. Accordingly, no prior year adjustment has been required.

The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these new standards, amendment or interpretations will have no material impact on the results and financial position of the Group.

		<i>Notes</i>
HKAS 1 (Amendment)	Capital Disclosures	1
HKAS 23 (Revised)	Borrowing Costs	7
HKFRS 7	Financial Instruments: Disclosures	1
HKFRS 8	Operating Segments	7
HK(IFRIC)-Int 8	Scope of HKFRS 2	2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives	3
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment	4
HK(IFRIC)-Int 11	HKFRS 2-Group and Treasury Share Transactions	5
HK(IFRIC)-Int 12	Service Concession Arrangements	6

Notes:

1. Effective for annual periods beginning on or after 1 January 2007
2. Effective for annual periods beginning on or after 1 May 2006
3. Effective for annual periods beginning on or after 1 June 2006
4. Effective for annual periods beginning on or after 1 November 2006
5. Effective for annual periods beginning on or after 1 March 2007
6. Effective for annual periods beginning on or after 1 January 2008
7. Effective for annual periods beginning on or after 1 January 2009

3. REVENUE

An analysis of the Group's revenue for the year is as follows:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Revenue from sales of asphaltic rocks	4,064	1,867
Revenue from sales of copper concentrate powder	16,074	—
	<u>20,138</u>	<u>1,867</u>

4. BUSINESS AND GEOGRAPHICAL SEGMENTS

Segmental information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

Business segments

	<u>Continuing operations</u>		<u>Discontinued operations</u>		<u>Total</u>	
	<u>Energy and natural resources</u>		<u>Property development and management</u>			
	2007	2006	2007	2006	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
REVENUE						
External sales	<u>20,138</u>	<u>1,867</u>	<u>—</u>	<u>—</u>	<u>20,138</u>	<u>1,867</u>
RESULTS						
Segment results	(7,441)	(14,796)	—	—	(7,441)	(14,796)
Unallocated income and gains					6,661	1,229
Unallocated corporate expenses					(123,055)	(16,746)
Finance costs					<u>(40)</u>	<u>(40)</u>
Loss before tax					(123,875)	(30,353)
Income tax expense					<u>—</u>	<u>—</u>
Loss for the year					<u>(123,875)</u>	<u>(30,353)</u>
ASSETS						
Segment assets	10,296	64,199	—	—	10,296	64,199
Unallocated corporate assets					<u>270,217</u>	<u>139,552</u>
Consolidated total assets					<u>280,513</u>	<u>203,751</u>
LIABILITIES						
Segment liabilities	3,350	381	10,364	10,364	13,714	10,745
Unallocated corporate liabilities					<u>2,180</u>	<u>2,333</u>
Consolidated total liabilities					<u>15,894</u>	<u>13,078</u>
OTHER INFORMATION						
Capital additions	101	279	—	—	101	279
Corporate and other unallocated amounts					<u>—</u>	<u>309</u>
					<u>101</u>	<u>588</u>
Depreciation	122	—	—	—	122	—
Corporate and unallocated amounts					<u>378</u>	<u>380</u>
					<u>500</u>	<u>380</u>

Geographical segments

	Hong Kong		PRC		Other Asia	
	2007	2006	2007	2006	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue from external customers	4,064	1,867	16,074	–	–	–
Carrying amounts of segment assets	15,312	9,706	261,090	187,829	4,111	6,216
Capital additions	<u>–</u>	<u>309</u>	<u>–</u>	<u>–</u>	<u>101</u>	<u>279</u>

5. OTHER INCOME AND GAINS

	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest income on bank deposits	1,187	92
Net foreign exchange gains	5,474	1,135
Gain on disposal of property, plant and equipment	<u>–</u>	<u>2</u>
	<u>6,661</u>	<u>1,229</u>

6. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 17.5% (2006: 17.5%) of the estimated assessable profit for the year. No provision for Hong Kong Profits Tax has been made as the Company and its subsidiaries had no assessable profits derived from or arising in Hong Kong for the years ended 31 March 2006 and 2007.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 33% (2006: 33%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The tax charge for the year can be reconciled to the loss per the consolidated income statement as follows:

	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>
Loss before tax	<u>(123,875)</u>	<u>(30,353)</u>
Tax at Hong Kong Profits Tax rate of 17.5% (2006: 17.5%)	(21,678)	(5,312)
Tax effects of income not taxable for tax purpose	(1,073)	(266)
Tax effects of expenses not deductible for tax purpose	18,603	2,692
Tax effect of deductible temporary differences not recognized	30	(2)
Estimated tax losses not recognized	4,169	2,908
Utilization of losses not previously recognized	<u>(51)</u>	<u>(20)</u>
Tax charge for the year	<u>–</u>	<u>–</u>

No deferred tax assets and liabilities are recognized in the financial statements as the Group and the Company did not have material temporary differences arising between the tax bases of assets and liabilities and their carrying amounts at 31 March 2006 and 2007.

7. DISCONTINUED OPERATIONS

The Group discontinued the operations of property development and management in the PRC during the year ended 31 March 2007. The discontinuance was effected in order to streamline the operations of the Group to focus on its core businesses in investment in energy and natural resources related projects and investment in production of raw materials for power generation and construction of highways in the PRC and other countries. For the years ended 31 March 2006 and 2007, no revenue, expenses and pre-tax profit or loss were attributable to these discontinued operations.

The cash flows of the discontinued operations included in the consolidated cash flow statement are set out below:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Net cash flows from operating activities	–	112,070
Net cash flows from investing activities	–	–
Net cash flows from financing activities	–	–
	<hr/>	<hr/>
Net cash flows	–	112,070
	<hr/> <hr/>	<hr/> <hr/>

8. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Employee benefits expense (including directors' emoluments)		
– Salaries and other benefits	11,998	5,192
– Equity-settled share-based payments	98,818	2,744
– Retirement benefits schemes contributions	26	46
	<hr/>	<hr/>
	110,842	7,982
	<hr/>	<hr/>
Depreciation for property, plant and equipment		
– Owned assets	206	86
– Leased assets	294	294
	<hr/>	<hr/>
	500	380
	<hr/>	<hr/>
Operating lease rentals in respect of land and buildings	1,498	974
Auditors' remuneration	480	400
Expense in relation to the grant of the call option by the Controlling Shareholder to CMEC International Trading Import & Export Co., Ltd. in recognition of the proposed cooperation for the bitumen extraction project with the Group	–	12,640
	<hr/> <hr/>	<hr/> <hr/>

9. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year (2006: Nil).

10. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the parent is based on the following data:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Loss for the purpose of basic and diluted loss per share (loss for the year attributable to equity holders of the parent)	<u><u>122,173</u></u>	<u><u>29,913</u></u>
Number of shares		
	2007	2006
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u><u>1,232,969,892</u></u>	<u><u>956,862,465</u></u>

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the ordinary equity holders of the parent is based on the following data:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Loss for the year attributable to equity holders of the parent	122,173	29,913
Less: Loss for the year from discontinued operations	<u><u>-</u></u>	<u><u>-</u></u>
Loss for the purpose of basic and diluted loss per share from continuing operations	<u><u>122,173</u></u>	<u><u>29,913</u></u>

The computation of diluted loss per share did not assume the exercise of the Company's potential share options granted under the Company's share option scheme since their exercise would have an anti-dilutive effect.

11. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
Trade receivables	4,064	–	–	–
Earnest Money (Note (i))	–	50,000	–	–
Prepayments, deposits and other receivables	13,205	14,118	272	–
	<u>17,269</u>	<u>64,118</u>	<u>272</u>	<u>–</u>

The Group allows an average credit period ranging from 30 to 90 days to its trade customers. The following is an aged analysis of trade receivables at the balance sheet date:

	2007 HK\$'000	2006 HK\$'000
0 – 90 days	<u>4,064</u>	<u>–</u>

Notes:

- (i) On 4 May 2006, the Company announced that Sino Prosper Coal Mining Investment Limited (“SPCL”), a wholly-owned subsidiary of the Company, entered into a conditional agreement dated 28 March 2006 (the “Sky Gain Acquisition Agreement”) with Ample Pacific Group Limited and On Faith Group Limited (the “Vendors”) and the guarantors, pursuant to which SPCL agreed to acquire from the Vendors (i) the Sale Shares (as defined therein), representing the entire issued share capital of Sky Gain Development Limited (“Sky Gain”), at a consideration of HK\$479,968,600; and (ii) the Sale Debts (as defined therein) at a cash consideration of HK\$1. The consideration for the acquisition of the Sale Shares is to be satisfied by cash payment and by the allotment and issue of consideration shares of the Company.

Sky Gain is a company incorporated in Hong Kong and is the legal and beneficial owner of 51% of the registered capital in Xinjiang Jingxin Mineral Development Limited (“Xinjiang Jingxin Mineral”). Xinjiang Jingxin Mineral is a Sino-foreign equity joint venture enterprise established in the PRC and is principally engaged in coal mining development in Xinjiang, the PRC.

Earnest money of HK\$50 million in cash (the “Earnest Money”) was paid by the Group to the Vendors upon signing of the Sky Gain Acquisition Agreement.

On 31 July 2006, the Company announced that pursuant to a termination deed entered into between SPCL and the Vendors dated 31 July 2006, SPCL and the Vendors have mutually agreed to terminate the Sky Gain Acquisition Agreement on 30 July 2006 in accordance with its terms. Earnest Money was subsequently refunded by the Vendors and received by the Group in September 2006.

- (ii) The directors consider that the carrying amounts approximate their fair values.

12. TRADE AND OTHER PAYABLES

	Group		Company	
	2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
Trade payables	228	–	–	–
Other payables and accruals	15,169	12,395	1,295	1,035
	<u>15,397</u>	<u>12,395</u>	<u>1,295</u>	<u>1,035</u>

The following is an aged analysis of trade payables at the balance sheet date:

	2007 HK\$'000	2006 HK\$'000
0 – 90 days	<u>228</u>	<u>–</u>

The Directors consider that the carrying amounts approximate their fair values.

BUSINESS REVIEW

For the year ended 31 March 2007, the Group recorded a turnover of (i) approximately HK\$4,064,000 from the sale of asphaltic rocks (year ended 31 March 2006: approximately HK\$1,867,000) and (ii) approximately HK\$16,074,000 from the sale of copper concentrate powder (year ended 31 March 2006: Nil). This represents an increase in turnover of approximately 979% as compared to last year. For the year ended 31 March 2007, the Group's net loss attributable to shareholders was approximately HK\$122,173,000 (year ended 31 March 2006: approximately HK\$29,913,000).

The Group has been transforming to focus its development on energy and resources businesses, which are still at initial and developing stage. The following sets out briefly the progress of these projects, which the Group has been working on.

1. CNPC Sino Prosper Petroleum and Gas Company Ltd (“CNPC”)

On 15 March 2005, Sino Prosper Gas Limited (“SPGL”), a wholly-owned subsidiary of the Company, and Wuhan Hengsheng Shimao Petroleum Natural Gas Pipeline Engineering Company Limited (“Hengsheng Shimao”) agreed to set up a sino-foreign equity joint venture company in the People's Republic of China (“PRC”), namely, CNPC.

On 25 February 2007, the Ministry of Commerce of the PRC has issued a letter which approved the establishment of CNPC and the Guangdong Provincial Administration for Industry & Commerce has on 30 April 2007 issued CNPC with its business licence. The total investment amount of CNPC is RMB125 million, and the registered capital is RMB50 million which will be contributed as to RMB47.5 million in cash by SPGL from internal resources of the Group and as to RMB2.5 million in cash by Hengsheng Shimao. CNPC will be principally engaged in the wholesale and commission agency of fuel oil and related supporting and consultation services.

The Group has already started certain preparatory works for CNPC's business which is expected to commence business in the third quarter of 2007. The Group has also taken steps to seek suppliers and customers for the fuel oil business. The Group expects that the business of CNPC will become one of the principal income streams of the Group commencing in 2008.

2. Acquisition of Mineral Trading Company, Hainan Tairui Mining Development Company Limited (“Hainan Tairui”)

In February 2007, the Group completed the acquisition of 95% equity interest in Hainan Tairui, from an independent third party for a consideration of approximately RMB1.9 million. Hainan Tairui has the requisite licence for, among others, processing of minerals and sales of ferrous and non-ferrous products in the PRC.

Subsequent to its acquisition of Hainan Tairui, the Group has set up Hainan Tairui Mining Development Company Limited, Yunnan branch (the “Yunnan Branch”) in Kunming, Yunnan Province. Yunnan Branch has obtained its business licence on 14 March 2007. Its approved business scope includes sales of ferrous and non-ferrous products. Currently, the Yunnan Branch is principally engaged in the trading of copper concentrate powder, and a number of sale transactions have been completed.

3. Indonesia-Bitumen Joint Venture Extraction Project

The Group has been actively engaged in the mineral resources exploration project in Indonesia through a 65%-owned joint venture, namely P.T. Sino Prosper Indocarbon (“Indocarbon”). Indocarbon owned the right to carry out general exploration on mineral resources of a total of 22,076 hectares of land in the area of Buton Bitumen Mine, and the right has been extended for another year pursuant to the laws and regulations of Indonesia. Among the total of 22,076 hectares of land, the detailed exploration work on 1,150 hectares of land has begun.

In addition, Indocarbon has successfully developed a new extraction technology in collaboration with the China Petroleum and Chemical Designing Institute and China University of Petroleum. The new extraction technology achieved a speed enhancement of 50% as compared with the previous means of extraction. This helps to reduce the time required for the extraction of oil reserves, the energy used and the overall cost.

OUTLOOK AND NEW DEVELOPMENTS

The Group will continue to take a prudent yet proactive approach to new investment opportunities, including exploration of potential energy projects both in China and overseas to capture the business opportunities arising from China's rapid economic development.

FINANCIAL REVIEW

Net assets

As at 31 March 2007, the Group recorded total assets of approximately HK\$280,513,000 (as at 31 March 2006: approximately HK\$203,751,000), which were financed by liabilities of approximately HK\$15,894,000 (as at 31 March 2006: approximately HK\$13,078,000). The Group's net asset value as at 31 March 2007 increased by 39% to approximately HK\$264,619,000 as compared to approximately HK\$190,673,000 as at 31 March 2006.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flows. For the year ended 31 March 2007,

- (i) 74,900,000 shares were issued upon the exercise of share options at exercise prices ranging from HK\$0.34 to HK\$0.71 per share, giving rise to aggregate net proceeds of approximately HK\$50,091,000; and
- (ii) 49,763,158 shares were issued by way of placing of new shares pursuant to a subscription agreement dated 24 January 2006 entered into between the Company and Beijing China Metallurgy Investment Limited at the subscription price of HK\$0.80 per share, giving rise to aggregate net proceeds of approximately HK\$39,790,000.

As at 31 March 2007, the Group had cash and bank balances of approximately HK\$258,960,000 (as at 31 March 2006: approximately HK\$135,064,000). Its gearing ratio calculated as a ratio of interest bearing net debt to shareholders' funds was nil (as at 31 March 2006: Nil). Net current assets totalled approximately HK\$264,344,000 (as at 31 March 2006: approximately HK\$190,184,000) and the current ratio was maintained at a level of approximately 17.96 (as at 31 March 2006: approximately 16.12).

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenues and incurs costs in Renminbi, United States dollar, Indonesian Rupiah and Hong Kong dollar. The Group's foreign exchange exposure is therefore minimal as long as the policy of the Government of Hong Kong Special Administrative Region to link the Hong Kong dollar to the United States dollar remains in effect. For the Group's investment in a subsidiary in Indonesia, purchases and sales are denominated in United States dollar, foreign exchange translation exposure is therefore minimal.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 March 2007, the Group employed 51 full-time employees in the PRC, Hong Kong and Indonesia. The Group remunerated its employees based on their performance, qualifications, work experience and prevailing market prices. Performance related bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance and medical coverage, training programs and share option scheme.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2007.

COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE PRACTICES

Save and except as hereinafter mentioned, the Company has complied with the code provisions of the Code on Corporate Governance Practices (the "Code") set out in Appendix 14 to the Listing Rules for the year ended 31 March 2007:

(i) Code Provision A.4.1

Pursuant to code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election. However, the non-executive and independent non-executive Directors are not appointed for specific terms as required, but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the articles of association ("Articles") of the Company. In order to ensure compliance with the Code, the Company will arrange to fix the terms of offices of each of the non-executive and independent non-executive Directors, subject to earlier determination and the re-election and rotational requirements in accordance with the Articles.

(ii) Code Provision E.1.2

Pursuant to code provision E.1.2 of the Code, the chairman of the board should attend the annual general meeting. However, the Chairman of the Board was absent from the annual general meeting held on 23 August 2006 due to business matters. To ensure compliance with the Code, the Company will arrange to furnish all Directors with appropriate information on the general meetings and take all reasonable measures to arrange the schedule in such a cautious way that Directors and particularly the Chairman of the Board can confirm his attendance to the annual general meeting.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as the Company's code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the year ended 31 March 2007.

AUDIT COMMITTEE

The Audit Committee was established with specific written terms of reference which are not less than the code provisions set out in the Code. The Audit Committee is responsible for reviewing and supervising the financial reporting processes and internal control system of the Group and providing advice on the financial and accounting policies and practices of the Group and ensuring the Group's financial statements and auditors' reports present a true and balanced assessment of the Group's financial position.

The annual results of the Group for the year ended 31 March 2007 have been reviewed by the Audit Committee.

PUBLICATION OF THE ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

The annual results of the Group for the year ended 31 March 2007 is available for viewing on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and at the website of the Company <http://www.sinoproper.com>. An annual report for the year ended 31 March 2007 containing all the information required by the Listing Rules will be despatched to the shareholders and available on the above websites in due course.

By order of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

Hong Kong, 27 July 2007

As at the date of this announcement, Mr. Leung Ngai Man, Mr. Tang Yan Tian, Mr. Wong Wa Tak and Yeung Kit are the executive Directors, Mr. Gao Shi Kui is the non-executive Director and Mr. Cai Wei Lun, Mr. Chan Sing Fai and Dr. Leung Wai Cheung are the independent non-executive Directors.