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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)

REVISED TIMETABLE FOR THE CAPITAL REDUCTION

Reference is made to the announcement of the Sino Prosper (Group) Holdings Limited (formerly known as Sino Prosper State Gold Resources Holdings Limited) (the “**Company**”) dated 7 November 2013 (the “**Announcement**”), the circular of the Company (the “**Circular**”) dated 18 November 2013 in relation to, amongst other things, the Capital Reduction and the announcement of the Company dated 11 December 2013 in relation to the poll results of the extraordinary general meeting of the Company held 11 December 2013 approving, amongst other things, the Capital Reduction. Terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

REVISED EXPECTED TIMETABLE

The Board announces that in order to facilitate the free exchange of existing certificates for Existing Shares for new certificates for New Shares, the first day for free exchange of existing certificates for Existing Shares for new certificates for New Shares will commence on the first business day after the effective date of the Capital Reduction and the expected timetable for the proposed Capital Reduction has been revised as follows:

Expected date on which the Capital Reduction
is confirmed by the Court 18 March 2014

Expected time of registration of a copy of the court order
confirming the Capital Reduction and the minute approved
by the Court pursuant to the Companies Law After 10 p.m., on 25 March 2014

Expected effective time of the Capital Reduction After 10 p.m., on 25 March 2014

First day for free exchange of existing certificates for Shares
for new certificates for New Shares (one business day after
the effective date due to time difference between Hong Kong
and Cayman Islands) 26 March 2014

Commencement of dealings in New Shares on the Stock Exchange
(one business day after the effective date due to time difference
between Hong Kong and Cayman Islands) 26 March 2014

Last day of free exchange of existing certificates
for Shares for new certificates for New Shares 2 May 2014

Notes:

- (1) All times in this timetable refer to Hong Kong time.
- (2) Dates or times specified above for events in the timetable for (or otherwise in relation to) the Capital Reduction are indicative only and may be excluded or varied due to the timetable and availability of the Court, additional time required for compliance with the regulatory requirements in the Cayman Islands and/or with any requirements imposed by the Court or varied by the Company. Any change to the expected timetable for the Capital Reduction will be published as and when appropriate.

Change of Address of Hong Kong Branch Share Registrar and Transfer Office

Subject to the Capital Reduction becoming effective, Shareholders may, on or after 26 March 2014 and until 4:30 p.m. on 2 May 2014 (both dates inclusive), submit their existing certificates to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited (the “**Branch Share Registrar**”), at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong to exchange for certificates for the New Shares at the expense of the Company. However, please note that with effect from 31 March 2014, the address of the Branch Share Registrar will be relocated to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. All telephone and facsimile numbers of the Branch Share Registrar will remain unchanged.

By Order of the Board
Sino Prosper (Group) Holdings Limited
Ng Kwok Chu, Winfield
Executive Director

Hong Kong, 12 March 2014

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