



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/3/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sino Prosper (Group) Holdings Limited

Date Submitted 04/04/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>766</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>4,000,000,000</u>	<u>HK\$0.1</u>	<u>HK\$400,000,000</u>
Increase	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>40,000,000,000*</u>	<u>HK\$0.01*</u>	<u>HK\$400,000,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<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>	Description :	<u>N/A</u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<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>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<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>

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

HK\$400,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>813,587,497</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>31,000,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>844,587,497</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1.Share option scheme Meeting approved (25/04/2002) * & (20/04/2012) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	97,620,000 *
2.N/A (/ /) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
3.N/A (/ /) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
			Total A. (Ordinary shares)	Nil		
			(Preference shares)	N/A		
			(Other class)	N/A		
Total funds raised during the month from exercise of options (State currency)				HK\$0		
* Number and exercise price of share options were adjusted for the effect of the Share Consolidation as approved by 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/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	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)						
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.72					
AGM approval date (if applicable) (dd/mm/yyyy)	(30/08/2011)					
2.N/A						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /)						
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	N/A					
Subscription price	N/A					
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					
Class of shares issuable (<i>Note 1</i>)	N/A					
Subscription price	N/A					
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 issuable (<i>Note 1</i>)	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A (/ /)					
				Total B. (Ordinary shares) Nil		
				(Preference 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
<u>1. Convertible bonds</u>						
	<u>HK\$</u>	<u>195,000,000</u>	<u>11,470,000</u>	<u>183,530,000</u>	<u>31,000,000</u>	<u>496,027,027</u>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>Ordinary</u>					
Subscription price	<u>HK\$0.37</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(11/10/2013)</u>					
<u>2. N/A</u>						
	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>					
Subscription price	<u>NA</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>N/A (/ /)</u>					
<u>3. N/A</u>						
	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>					
Subscription price	<u>NA</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>N/A (/ /)</u>					
<u>4. N/A</u>						
	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>					
Subscription price	<u>NA</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>N/A (/ /)</u>					
				Total C. (Ordinary shares)	<u>31,000,000</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

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 <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)	N/A	N/A
2. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)	N/A	N/A
3. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)	N/A	N/A
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				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						
1.	Rights issue	At price : State currency	<u>N/A</u>	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency	<u>N/A</u>	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency	<u>N/A</u>	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		<u>N/A</u>	Class of shares issuable (<i>Note 1</i>) 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

				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						
5.	Scrip dividend	At price : State currency	<u>N/A</u>	Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>	
				Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	
					<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares			Class of shares repurchased (<i>Note 1</i>)	<u>N/A</u>	
				Cancellation date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	
					<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>)	<u>N/A</u>	
				Redemption date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	
					<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : State currency	<u>N/A</u>	Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>	
				Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	
					<u>N/A</u>	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	31,000,000
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

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.