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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING**  
**HELD ON 12 SEPTEMBER 2014**

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM held on 12 September 2014 were duly passed by way of poll.

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) dated 25 July 2014 and the circular in relation to the AGM (the “**AGM Circular**”) dated 25 July 2014. Terms used in this section of the announcement shall have the same meanings as those defined in the AGM Circular, unless otherwise defined in this announcement.

The Board is pleased to announce that all the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 12 September 2014. The Company’s share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the AGM.

As at the date of the AGM, the total number of Shares in issue was 844,587,497, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. No shareholders were required to abstain from voting on any of the resolutions at the AGM.

The poll results are as follows:

<b>Ordinary Resolutions*</b>		<b>For</b> <i>No. of Shares</i> (%)	<b>Against</b> <i>No. of Shares</i> (%)
1	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2014	260,153,300 (100%)	0 (0%)

<b>Ordinary Resolutions*</b>		<b>For</b> <i>No. of Shares</i> (%)	<b>Against</b> <i>No. of Shares</i> (%)
2	(a) To re-elect Ms. Xuan Hong as a director of the Company	260,153,300 (100%)	0 (0%)
	(b) To re-elect Mr. Sung Kin Man as a director of the Company	246,797,300 (94.87%)	13,356,000 (5.13%)
	(c) To re-elect Mr. Zhang Qingkui as a director of the Company	260,153,300 (100%)	0 (0%)
	(d) To authorise the board of directors of the Company (or its delegated committee) to fix the directors' remuneration and to authorise the board of directors to fill any vacancy on the board	260,153,300 (100%)	0 (0%)
3	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	260,153,300 (100%)	0 (0%)
4	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company's shares	246,797,300 (94.87%)	13,356,000 (5.13%)
5	To grant a general mandate to the directors of the Company to repurchase the Company's shares	260,153,300 (100%)	0 (0%)
6	To add the nominal amount of the Company's shares repurchased by the Company to the mandate granted to the directors of the Company under resolution numbered 4	246,797,300 (94.87%)	13,356,000 (5.13%)

\*Note: Please refer to the AGM Notice for the full text of the resolutions.

As more than 50% of the votes were cast in favour of each of the proposed resolutions, such resolutions were duly passed by the Shareholders as ordinary resolutions at the AGM.

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

Hong Kong, 12 September 2014

*As at the date of this announcement, 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 Ms. Xuan Hong, Mr. Cai Wei Lun and Mr. Zhang Qingkui.*