

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the shareholders of the Company and potential investors that the Group's loss for the year ended 31 March 2015 may increase significantly as compared to the loss for the year ended 31 March 2014.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sino Prosper (Group) Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform shareholders of the Company and potential investors that the Group's loss for the financial year ended 31 March 2015 (“**FY2015**”) may increase significantly as compared to the loss for the year ended 31 March 2014. Based on the information currently available, the Board considers that the increase in the Group's loss for FY2015 is mainly attributable to the impairment loss expected to be recognised for FY2015 in respect of the Group's exploration and evaluation assets. Based on the information currently available, it is estimated that such impairment loss will amount to approximately HK\$548 million. The Board wishes to point out that such expected impairment loss is of non-cash nature.

The Company is still in the process of finalising the Group's annual results for FY2015. The information contained in this announcement is based on the Company's preliminary assessment of the unaudited management accounts of the Group only. Such accounts are under the review by the Company's auditors and may be subject to adjustments. Further details of the Group's performance will be disclosed in the annual results announcement of the Company for FY2015, which is expected to be published by the end of June 2015.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 24 June 2015

As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man and Ms. Wong Li Fong, and the independent non-executive Directors of the Company are Ms. Xuan Hong, Mr. Cai Wei Lun and Mr. Zhang Qingkui.