

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)

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board announces that all resolutions proposed at the AGM held on 1 September 2015 were duly passed.

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Prosper (Group) Holdings Limited (the “**Company**”) hereby announces that at the annual general meeting of the Company held on 1 September 2015 (the “**AGM**”), all resolutions proposed were duly passed by way of poll voting.

Tricor Secretaries Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results are as follows:

Ordinary Resolutions	Number of votes (%)	
	For	Against
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 2015	330,656,400 (99.99%)	5,000 (Negligible)
2. (a) To re-elect Mr. Leung Ngai Man as a Director	330,656,400 (99.99%)	5,000 (Negligible)
(b) To re-elect Ms. Wong Li Fong as a Director	330,656,400 (99.99%)	5,000 (Negligible)
(c) To re-elect Mr. Cai Wei Lun as a Director	330,656,400 (99.99%)	5,000 (Negligible)

Ordinary Resolutions	Number of votes (%)	
	For	Against
(d) To authorise the Board (or its delegated committee) to fix the Directors' remuneration and to authorise the Board to fill any vacancy on the Board	330,656,400 (99.99%)	5,000 (Negligible)
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration	330,656,400 (99.99%)	5,000 (Negligible)
4. To grant a general mandate to the Directors to allot, issue or otherwise deal with the Company's shares	330,656,400 (99.99%)	5,000 (Negligible)
5. To grant a general mandate to the Directors to repurchase the Company's shares	330,656,400 (99.99%)	5,000 (Negligible)
6. To add the nominal amount of the Company's shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4	330,656,400 (99.99%)	5,000 (Negligible)

As majority of the votes were cast in favour of each of the ordinary resolutions, all the resolutions were duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 1,131,087,497 shares, which was the total number of shares entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

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

Hong Kong, 1 September 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.