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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)

COMPLETION OF PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES

Placing Agent



雅利多證券
ARISTO SECURITIES LIMITED

The Placing was completed on 9 August 2016 in accordance with the Placing Agreement. An aggregate of 196,430,000 Placing Shares have been successfully placed to not less than six Placees who are independent third parties, at the Placing Price of HK\$0.168 per Placing Share.

All conditions of the Subscription have been fulfilled and completion of the Subscription took place on 16 August 2016 whereby 196,430,000 Subscription Shares were allotted and issued to the Vendor at the Subscription Price of HK\$0.168 per Subscription Share. The net proceeds from the Subscription are approximately HK\$31.6 million.

Reference is made to the announcement of Sino Prosper (Group) Holdings Limited (the “**Company**”) dated 4 August 2016 (the “**Announcement**”) in relation to, among other things, the placing and top-up subscription. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

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None of the Placees became substantial shareholders (as defined under the Listing Rules) of the Company as a result of the Placing and the Subscription.

The net proceeds from the Subscription are approximately HK\$31.6 million. The net price for the Subscription was approximately HK\$0.161 per Share.

EFFECTS ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing and the Subscription are set out as below:

	As at the date of the Announcement		Immediately after the Placing but before the Subscription		Immediately after the Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Vendor	328,333,300	29.028	131,903,300	11.662	328,333,300	24.733
Wong Li Fong	15,000	0.001	15,000	0.001	15,000	0.001
The Placees	-	-	196,430,000	17.366	196,430,000	14.797
Other public shareholders	<u>802,739,197</u>	<u>70.971</u>	<u>802,739,197</u>	<u>70.971</u>	<u>802,739,197</u>	<u>60.469</u>
Total	<u>1,131,087,497</u>	<u>100.000</u>	<u>1,131,087,497</u>	<u>100.000</u>	<u>1,327,517,497</u>	<u>100.000</u>

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

Hong Kong, 16 August 2016

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.