
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sino Prosper (Group) Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSAL FOR REFRESHMENT OF THE LIMIT OF
THE SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting (“EGM”) of Sino Prosper (Group) Holdings Limited (the “**Company**”) to be held at Unit A03, 11/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Thursday, 29 September 2016 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company convened to be held at the same date and place at 10:30 a.m.), at which the above proposal will be considered, are set out on pages 7 to 8 of this circular.

Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

13 September 2016

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Sino Prosper (Group) Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 766)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit A03, 11/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Thursday, 29 September 2016 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company convened to be held at the same date and place at 10:30 a.m.)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 September 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option”	the options granted or to be granted under the Share Option Scheme or any other schemes of the Company to subscribe for Shares

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date on which the Share Option Scheme became valid and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Option Scheme”	the share option scheme of the Company adopted on 20 April 2012
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Directors:

Executive Directors:

Mr. LEUNG Ngai Man (*Chairman*)

Ms. WONG Li Fong

Independent Non-executive Directors:

Mr. CAI Wei Lun

Mr. ZHANG Qingkui

Ms. XUAN Hong

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and principal place of
business in Hong Kong:*

Unit A03, 11/F.

Bank of East Asia Harbour View Centre

56 Gloucester Road, Wanchai

Hong Kong

13 September 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR REFRESHMENT OF THE LIMIT OF
THE SHARE OPTION SCHEME**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolution to be proposed at the EGM for approving the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme of the Company was conditionally approved by the Shareholders on 20 April 2012. The Share Option Scheme shall be valid and effective for a period of ten years commencing from 20 April 2012. The Directors were authorised to grant Options carrying rights to subscribe for up to a maximum number of 77,578,749 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting. 77,300,000 Options were granted, 7,700,000 Options were cancelled, 55,600,000 Options were lapsed, 7,000,000 Options were exercised, 7,000,000 Options were outstanding as at the Latest Practicable Date.

The existing Scheme Mandate Limit was refreshed at the extraordinary general meeting of the Company held on 28 June 2013, pursuant to which the Directors were authorised to grant Options carrying rights to subscribe for up to a maximum number of 77,578,749 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting. 61,200,000 Options were granted, 7,700,000 Options were cancelled, 30,800,000 Options were exercised, 15,000,000 Options were lapsed, and there are 7,700,000 Options remain outstanding under the refreshed limit as at the Latest Practicable Date.

Save as disclosed, there are no options under the Share Option Scheme or any other schemes of the Company granted which remain outstanding or unexercised as at the Latest Practicable Date.

The Company may seek approval of the Shareholders in general meetings to renew the Scheme Mandate Limit provided that the Scheme Mandate Limit so renewed must not exceed 10% of the issued share capital of the Company at the date of the approval of the renewal by the Shareholders of the Company. Upon any such renewal, all options granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme and any other share option schemes of the Company and exercised options) prior to the approval of such renewal shall not be counted for the purpose of calculating whether the renewed Scheme Mandate Limit has been exceeded.

As at the Latest Practicable Date, there are a total of 14,700,000 Options outstanding under the Share Option Scheme, representing approximately 1.05% of the number of Shares in issue as at the Latest Practicable Date. The Company may further grant only 31,378,749 Options to subscribe for 31,378,749 Shares pursuant to the Share Option Scheme, representing approximately 2.24% of the number of Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

There were 1,397,720,199 Shares in issue as at the Latest Practicable Date. Assuming no further issue or repurchase of Shares prior to the EGM and upon the refreshment of the Scheme Mandate Limit under the Share Option Scheme by the Shareholders at the EGM, the Company may grant options entitling holders thereof to subscribe for 139,772,019 Shares, representing 10% of the number of Shares in issue as the Latest Practicable Date. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceed the 30% of the relevant class of Shares in issue from time to time.

In order to provide the Company with greater flexibility in granting Options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Group, the Board decided to seek the approval from the Shareholders to refresh the Scheme Mandate Limit at the EGM. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme. The Directors consider that such refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the refreshment of the Scheme Mandate Limit at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares representing 10% of the Shares in issue at the date of the EGM, which may fall to be issued pursuant to the exercise of the share options to be granted under the Scheme Mandate Limit as refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Shares representing 10% of the issued share capital of the Company as at the date of the EGM to be allotted and issued upon exercise of the Options that may be granted within the Scheme Mandate Limit as refreshed.

EXTRAORDINARY GENERAL MEETING

Set out on pages 7 to 8 of this circular is a notice convening the EGM to consider and, if appropriate, to approve the ordinary resolution relating to the proposal for the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution in respect of the proposed refreshment of the Scheme Mandate Limit set out in the notice of the EGM will be voted by poll.

RECOMMENDATION

The Directors consider that the proposed ordinary resolution in respect of the proposed refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolution at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of Sino Prosper (Group) Holdings Limited (the “**Company**”) will be held at Unit A03, 11/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Thursday, 29 September 2016 at 11:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company convened to be held at the same date and place at 10:30 a.m.) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 20 April 2012 (the “**Share Option Scheme**”), the refreshment of the general limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that:

- (a) the total number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (the “**Refreshed Mandate Limit**”);
- (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Mandate Limit;
- (c) the Directors be and are hereby unconditionally authorised to offer or grant options pursuant to the Share Option Scheme to subscribe for Shares up to the Refreshed Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) such increase in the Refreshed Mandate Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time.”

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

Hong Kong, 13 September 2016

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and principal place of

Unit A03, 11/F.,
Bank of East Asia Harbour View Centre,
56 Gloucester Road, Wanchai
Hong Kong

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the Meeting is enclosed with the Company's circular dated 13 September 2016. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment of such meeting.
3. In the case of joint registered holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto or if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.