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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 AND EXTRAORDINARY GENERAL MEETING**

The Board announces that all resolutions proposed at the AGM and the EGM, both held on 29 September 2016 were duly passed.

#### **POLL RESULTS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sino Prosper (Group) Holdings Limited (the “**Company**”) hereby announces that at the annual general meeting of the Company (the “**AGM**”) and the extraordinary general meeting of the Company (the “**EGM**”), both held on 29 September 2016, all resolutions proposed were duly passed by way of poll voting.

Reference was made to the circular of the Company dated 13 September 2016 (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall bear the same meanings as those defined in the Circular.

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 and the EGM.

*The poll results of the AGM are as follows:*

| <b>Ordinary Resolutions</b>   | <b>Number of votes (%)</b>   |                  |
|---|------------------------------|------------------|
|   | <b>For</b>                   | <b>Against</b>   |
| 1. To receive and approve the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2016.    | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| 2. (a) To re-elect Ms. Xuan Hong as a Director.   | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| (b) To re-elect Mr. Zhang Qingkui as a Director.  | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| (c) To authorise the Board (or its delegated committee) to fix the directors' remuneration.   | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| 3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors to hold office until conclusion of the next annual general meeting at a fee to be agreed with the Board. | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| 4. To grant a general mandate to the Directors to allot, issue or otherwise deal with the Company's shares.   | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| 5. To grant a general mandate to the Directors to repurchase the Company's shares.  | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |
| 6. To add the number of shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4.  | 696,504,152<br><b>(100%)</b> | 0<br><b>(0%)</b> |

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

As at the date of the AGM, the total number of issued shares of the Company was 1,397,720,199 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.

*The poll results of the EGM are as follows:*

| <b>Ordinary Resolution (Note)</b>                                  | <b>Number of Votes (%)</b>   |                  |
|--|------------------------------|------------------|
|  | <b>For</b>                   | <b>Against</b>   |
| To approve the refreshment of the limit of the share option scheme | 696,499,242<br><b>(100%)</b> | 0<br><b>(0%)</b> |

*Note:* The full text of the resolution was set out in the notice of the EGM.

As all of the votes were cast in favour of the ordinary resolution, the ordinary resolution proposed at the EGM was duly passed.

As at the date of the EGM, the total number of issued shares of the Company was 1,397,720,199 shares, which was the total number of shares entitling the shareholders of the Company to attend and vote on the resolution at the EGM. There were no restrictions on any shareholders of the Company to cast votes on the proposed resolution at the EGM.

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

Hong Kong, 29 September 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.*