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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**



**Astrum Capital Management Limited**

Reference is made to the announcement of Sino Prosper (Group) Holdings Limited (the “**Company**”) dated 12 December 2017 (the “**Announcement**”) in relation to, among other things, the Placing and Subscription Agreement. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Placing was completed on 13 December 2017 in accordance with the Placing and Subscription Agreement. An aggregate of 118,500,000 Placing Shares have been successfully placed to not less than six Places who are Independent Third Parties, at the Placing Price of HK\$0.105 per Placing Share.

All conditions of the Subscription as set out in the Placing and Subscription Agreement have been fulfilled and completion of the Subscription took place on 20 December 2017 whereby 118,500,000 Subscription Shares (equivalent to the number of Placing Shares placed) were allotted and issued to the Subscriber at the Subscription Price of HK\$0.105 per Subscription Share.

None of the Places 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\$12.24 million. The net price raised per Share from the Subscription was approximately HK\$0.103 per Share.

The shareholding structures of the Company (i) immediately before the Placing and the Subscription; (ii) immediately after the completion of the Placing but before the Subscription; and (iii) as at the date of this announcement are as follows:

	<b>Immediately before the Placing and the Subscription</b>		<b>Immediately after the completion of the Placing but before the Subscription</b>		<b>As at the date of this announcement</b>	
	<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 Subscriber	398,536,002	28.51	280,036,002	20.03	398,536,002	26.28
Wong Li Fong	15,000	0.00	15,000	0.00	15,000	0.00
The Places	-	-	118,500,000	8.48	118,500,000	7.82
Other public shareholders	999,169,197	71.49	999,169,197	71.49	999,169,197	65.90
<b>Total</b>	<b><u>1,397,720,199</u></b>	<b><u>100.00</u></b>	<b><u>1,397,720,199</u></b>	<b><u>100.00</u></b>	<b><u>1,516,220,199</u></b>	<b><u>100.00</u></b>

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

Hong Kong, 20 December 2017

*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.*