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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Sino Prosper (Group) Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 17 April 2018 at Room 802, 8/F, Lippo Centre, Tower 2, 89 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the early redemption (the “**Redemption**”) of the whole of the outstanding principal amount of the convertible bonds due 11 October 2018 issued by the Company on 11 October 2013 to the Bondholder (as defined in the circular dated 7 March 2018 despatched to the shareholders of the Company (the “**Circular**”)) in consideration of the issuance of non-redeemable and convertible preference shares to the Bondholder pursuant to the Redemption Notice (as defined in the Circular and a copy of which has been produced to this meeting marked “**A**” and signed by the chairman hereof for the purpose of identification), and all the transactions contemplated under the Redemption Notice be and are hereby approved, confirmed and ratified;
- (b) the terms and conditions of the Convertible Preference Shares (as defined in the Circular and a copy of which has been produced to this meeting marked “**B**” and signed by the chairman hereof for the purpose of identification) as set out in the Redemption Notice in relation to the issuance of the Convertible Preference Shares by the Company to the Bondholder under the Specific Mandate (as defined below) be and is hereby approved, and shall, subject to the articles of association of the Company, constitute the entire terms of the Convertible Preference Shares;
- (c) the grant of specific mandate (the “**Specific Mandate**”) to the directors (the “**Directors**”) of the Company to allot and issue new shares in the capital of the Company from time to time upon exercise of the conversion rights pursuant to the terms of the Convertible Preference Shares be and are hereby approved, and the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

- (d) any one director of the Company be and is hereby authorized to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement and/or give effect to the terms of the Redemption, including the creation, allotment and issue of the Convertible Preference Shares in accordance with the terms of the Redemption Notice, and the issue and allotment of new shares in the capital of the Company from time to time upon exercise of the conversion rights pursuant to the terms of the Convertible Preference Shares.”

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

Hong Kong, 7 March 2018

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:*
Room 802, 8/F, Lippo Centre
Tower 2, 89 Queensway, Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy needs not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a 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 Securities Limited at Level 22, Hopewell Centre 183 Queen's Road East, Hong Kong no later than Sunday, 15 April 2018 at 10:00 a.m. (Hong Kong Time).

4. In the case of joint holders of shares of the Company, any one of such holders may attend and vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members will be closed from Thursday, 12 April 2018 to Tuesday, 17 April 2018 both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM to be held on Tuesday, 17 April 2018, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Securities Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 11 April 2018.

As at the date hereof, 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.