
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, 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 supplemental circular together with the accompanying second form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



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)

SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 7 MARCH 2018
RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read together with the circular to the shareholders of the Company dated 7 March 2018 (the “**Circular**”). The notice convening the EGM dated 7 March 2018 was set out on pages 37 to 39 of the Circular. A supplemental notice of the EGM (the “**Supplemental EGM Notice**”), which should be read in conjunction with the EGM Notice, is set out pages 7 to 8 of this supplemental circular.

Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete the accompanying new form of proxy (the “**Second Proxy Form**”) in accordance with the instructions printed thereon and return it to the branch share registrar of the Company 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 no later than Sunday, 15 April 2018 at 10:00 a.m. (Hong Kong Time). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

28 March 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Appendix – Information of the retiring Director	6
Supplemental notice of EGM	7

DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

“Announcement”	the announcement of the Company dated 19 March 2018 in relation to, among others, the change of Director
“Board”	the board of Directors
“Branch Registrar”	Tricor Secretaries Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Company”	Sino Prosper (Group) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Closing Time”	48 hours before the time appointed for the EGM of any adjourned meeting (as the case may be)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Room 802, 8/F, Lippo Centre, Tower 2, 89 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Tuesday, 17 April 2018
“Group”	the Company and its subsidiaries
“First Proxy Form”	the proxy form which was sent to Shareholders on 7 March 2018 together with the Circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 March 2018, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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)

Executive Directors:

Mr. Leung Ngai Man (*Chairman*)

Ms. Wong Li Fong

Independent non-executive Directors:

Mr. Miao Yanan

Mr. Cai Wei Lun

Mr. Zhang Qingkui

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, Tower Two

Lippo Centre

89 Queensway, Admiralty

Hong Kong

28 March 2018

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 7 MARCH 2018
RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement.

LETTER FROM THE BOARD

This supplemental circular should be read together with the Circular. The purpose of this supplemental circular is to provide you with information in respect of the resolution to be proposed at the EGM for approving the re-election of a retiring Director at the EGM.

RE-ELECTION OF DIRECTOR

Subsequent to the despatch of the Circular and as disclosed in the Announcement, Mr. Miao Yanan was appointed as an independent non-executive Director with effect from 19 March 2018. In accordance with article 112 of the article of association of the Company, Mr. Miao Yanan shall hold office until the next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Miao Yanan shall retire from office as a Director at the EGM and, being eligible, offers himself for re-election.

Biographical details of Mr. Miao Yanan are set out in the appendix to this supplemental circular.

SECOND PROXY FORM

Since the First Proxy Form does not contain the proposed resolution for the re-election of Mr. Miao Yanan as a Director as set out in this supplemental circular, the Second Proxy Form has been prepared and is enclosed with this supplemental circular.

You are requested to complete the Second Proxy Form in accordance with the instructions printed on it and return the completed Second Proxy Form to the Branch Registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event so that it is received before the Closing Time. Shareholders who have appointed or intend to appoint proxies to attend the EGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Branch Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Branch Registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Branch Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM (including, if properly put, a resolution for the re-election of Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Branch Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Registrar before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the EGM or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the EGM, you should seek authorisation to do so from your intermediary/nominee directly.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the re-election of Mr. Miao Yanan as an independent non-executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

The biographical details of the Director eligible for re-election at the EGM are set out below:

Mr. Miao Yanan, aged 55, graduated from Dalian Maritime University with a Master's degree of Business Administration in July 1996. He is a certified public accountant of The Chinese Institute of Certified Public Accountants. He is a certified tax agent certified by the Ministry of Personnel and State Administration of Taxation of The People's Republic of China. He is also a member of Dalian Certified Tax Agents Association* (大連註冊稅務師協會). Mr. Miao worked in government agencies and several certified public accountants firms. Mr. Miao has over 20 years of experience in accounting, auditing and taxation.

Mr. Miao did not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Miao has signed a letter of appointment issued by the Group on 19 March 2018 for a term of two years commencing from 19 March 2018. He is subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. The emoluments of Mr. Miao will be reviewed and recommended by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the market benchmark and shall be approved by the Board.

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the re-election of Mr. Miao Yanan that needs to be brought to the attention of the Shareholders.

* for identification only

SUPPLEMENTAL NOTICE OF EGM



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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

SUPPLEMENTAL 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, the following resolution of the Company in addition to the resolution set out in the original notice of the Company dated 7 March 2018:

ORDINARY RESOLUTION

2. To re-elect Mr. Miao Yanan as director of the Company.

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

Hong Kong, 28 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, Tower Two
Lippo Centre
89 Queensway, Admiralty
Hong Kong

SUPPLEMENTAL NOTICE OF EGM

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 new form of proxy (the “**Second Proxy Form**”) 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 Second Proxy Form in accordance with the instructions printed thereon. Completion and return of the Second Proxy Form 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 Second Proxy Form shall be deemed to be revoked.
3. In order to be valid, the Second Proxy Form 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 Secretaries Limited at Level 22, Hopewell Centre 183 Queen’s Road East, Hong Kong no later than 10:00 a.m. on Sunday, 15 April 2018 (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 Secretaries 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 Mr. Miao Yanan, Mr. Cai Wei Lun and Mr. Zhang Qingkui.