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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 EXTRAORDINARY GENERAL MEETING HELD ON 17 APRIL 2018

The Board is pleased to announce that all Resolutions were duly passed by way of poll at the EGM held on 17 April 2018.

References are made to the circular (the “**Circular**”) of Sino Prosper (Groups) Holdings Limited (the “**Company**”) dated 7 March 2018 and the supplemental circular dated 28 March 2018 in relation to the redemption of convertible bonds by way of issuance of convertible preference shares of the Company and the re-election of a director of the Company. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all resolutions (the “**Resolutions**”) set out in the notice of the EGM dated 7 March 2018 (the “**Notice**”) and the supplemental notice of the EGM dated 28 March 2018 (the “**Supplemental Notice**”) were duly passed by way of poll at the EGM held on 17 April 2018.

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 EGM.

As the Bondholder, being Mr. Leung Ngai Man, the chairman and an executive Director, has material interests in the Redemption, the Bondholder and its associates were required to abstain from voting on the relevant resolution in respect of the Redemption at the EGM, being the ordinary resolution No. 1 as set out in the Notice. As at the date of the EGM, the Bondholder is beneficially interested in 398,536,002 Shares and the total number of issued Shares was 1,516,220,199 Shares. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution No. 1 as set out in the Notice at the EGM was 1,117,684,197 Shares, representing approximately 73.72% of the entire issued share capital of the Company.

The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution No. 2 as set out in the Supplemental Notice was 1,516,220,199 Shares.

Save as disclosed above, there was no Share entitling the holders thereof to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions	Number of votes (%)	
	For	Against
1. To approve the connected transaction in relation to redemption of convertible bonds by way of issuance of convertible preference shares.	404,079,290 (100%)	0 (0%)
2. To re-elect Mr. Miao Yanan as director of the Company.	802,522,292 (100%)	0 (0%)

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

Hong Kong, 17 April 2018

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 Mr. Miao Yanan, Mr. Cai Wei Lun and Mr. Zhang Qingkui.