

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

31/10/2018 (Revised)

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sino Prosper (Group) Holdings Limited

Date Submitted 15/11/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 766 Description : Ordinary Shares

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|----------------------------------|---|
| Balance at close of preceding month | <u>30,283,500,000</u> | <u>HK\$0.01</u> | <u>HK\$302,835,000</u> |
| Increase/(decrease) | <u>--</u> | | <u>--</u> |
| Balance at close of the month | <u>30,283,500,000</u> | <u>HK\$0.01</u> | <u>HK\$302,835,000</u> |

(2) Stock code : N/A Description : _____

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|----------------------------------|---|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----------|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | <u>1,613,820,199</u> | <u>--</u> | <u>901,650,000</u> | <u>--</u> |
| Increase/ (decrease) during the month | <u>--</u> | <u>--</u> | <u>--</u> | <u>--</u> |
| Balance at close of the month | <u>1,613,820,199</u> | <u>--</u> | <u>901,650,000</u> | <u>--</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|----------------------------|------------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. Share option scheme</u> | | | | | | |
| <u>Meeting approved (25/04/2002)</u> | | | | | | |
| <u>Ordinary shares (Note 1)</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>3,000,000</u> |
| <u>2. Share option scheme</u> | | | | | | |
| <u>Meeting approved (20/04/2012)</u> | | | | | | |
| <u>Ordinary shares (Note 1)</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>28,500,000</u> |
| <u>3.</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| <u>shares (Note 1)</u> | | | | | | |
| | | | Total A. (Ordinary shares) | | <u>N/A</u> | |
| | | | (Preference shares) | | <u>N/A</u> | |
| | | | (Other class) | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | | <u>Nil</u> | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares _____ | | | | | | |
| issuable (Note 1) _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date _____ | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) _____ | (/ /) | | | | | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares _____ | | | | | | |
| issuable (Note 1) _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date _____ | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) _____ | (/ /) | | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares _____ | | | | | | |
| issuable (Note 1) _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date _____ | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) _____ | (/ /) | | | | | |
| 4. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) _____ | | | | | | |
| Class of shares _____ | | | | | | |
| issuable (Note 1) _____ | | | | | | |
| Subscription price _____ | | | | | | |
| EGM approval date _____ | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) _____ | (/ /) | | | | | |
| Total B. (Ordinary shares) _____ | | | | | N/A | |
| (Preference shares) _____ | | | | | N/A | |
| (Other class) _____ | | | | | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A (/ /) shares (Note 1) | | |
| 2. (/ /) shares (Note 1) | | |
| 3. (/ /) shares (Note 1) | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |

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Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|--|--|---|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | N/A (/ /) (/ /) | _____ |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | N/A (/ /) (/ /) | _____ |
| 3. | Placing | At price : State currency _____ | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | N/A (/ /) (/ /) | _____ |
| 4. | Bonus issue | | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | N/A (/ /) (/ /) | _____ |

| Type of Issue | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------------|--|--|---|
| 5. Scrip dividend | At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 6. Repurchase of shares | | Class of shares repurchased (Note 1) <u>N/A</u> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 7. Redemption of shares | | Class of shares redeemed (Note 1) <u>N/A</u> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 8. Consideration issue | At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|--|---|
| 9. Capital reorganisation | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 10. Other (See Remarks) | At price : State currency _____ Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | | |
| Total E. (Ordinary shares) | | <u>N/A</u> | |
| (Preference shares) | | <u>N/A</u> | |
| (Other class) | | <u>N/A</u> | |

| | | |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>N/A</u> |
| | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

N/A

Submitted by:

Chan Yuen Ying Stella

Title:

Company Secretary

(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*