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SINO PROSPER HOLDINGS LIMITED

中盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 766)

COMPLETION OF PLACING OF NEW SHARES

Placing Agent



信達國際融資有限公司
CINDA INTERNATIONAL CAPITAL LIMITED

The Board is pleased to announce that the completion of the New Placing took place on 25 February 2009 in accordance with the terms and conditions of the New Placing Agreement. An aggregate of 257,230,000 New Placing Shares have been successfully placed to not less than six placees, who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules), at the New Placing Price of HK\$0.033 per New Placing Share.

Reference is made to the announcements of the Company (the “**Announcements**”) dated 15 October 2008 and 25 November 2008 respectively in relation to the New Placing and the extension of the long stop date for the New Placing Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

The Board is pleased to announce that the completion of the New Placing took place on 25 February 2009 in accordance with the terms and conditions of the New Placing Agreement. An aggregate of 257,230,000 New Placing Shares, representing approximately 16.41% of the issued share capital of the Company as enlarged by the New Placing Shares, have been successfully placed to not less than six placees, who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules), at the New Placing Price of HK\$0.033 per New Placing Share. The net proceeds from the New Placing of approximately HK\$7.789 million are intended to be used for the partial payment of the Consideration under the Acquisition Agreement.

Set out below is the shareholding structure of the Company before and immediately after completion of the New Placing:

	Immediately before completion of the New Placing		Immediately after completion of the New Placing	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Climax Park Limited (<i>Note 1</i>)	163,550,000	12.48	163,550,000	10.44
Mr. Tsim Wing Kong (<i>Note 2</i>)	140,330,000	10.71	140,330,000	8.95
Placees under the New Placing (<i>Note 3</i>)	–	–	257,230,000	16.41
Other public Shareholders	<u>1,006,283,158</u>	<u>76.81</u>	<u>1,006,283,158</u>	<u>64.20</u>
Total	<u><u>1,310,163,158</u></u>	<u><u>100.00</u></u>	<u><u>1,567,393,158</u></u>	<u><u>100.00</u></u>

Notes:

1. Climax Park Limited is a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Leung, an executive Director.
2. Such information was extracted from the individual substantial shareholder notice of Tsim Wing Kong filed on 21 August 2007 as shown on the website of the Stock Exchange. However, the capacity of which these 140,330,000 Shares were held was not stated in such notice. According to the notice filed by Mr. Tsim Wing Kong, Ms. Tsim Chan Mee Yim, being his spouse, held the long position in 4,930,000 Shares in the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Tsim Wing Kong is not related to any connected person to the Company as at the date of this announcement, and his holding of approximately 8.95% of the issued share capital of the Company upon completion of the New Placing will be regarded as public float.

3. Such Shares have been allotted and issued upon completion of the New Placing.

By Order of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

Hong Kong, 25 February 2009

As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Yeung Kit and Mr. Wong Wa Tak, and the independent non-executive Directors of the Company are Mr. Chan Sing Fai, Mr. Cai Wei Lun and Dr. Leung Wai Cheung.