

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



## **SINO PROSPER HOLDINGS LIMITED**

**中盈控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 766)

### **DELAY IN DESPATCH OF CIRCULAR AND EXTENSION OF LONG STOP DATE RELATING TO THE VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION**

Reference is made to the announcements of the Company dated 19 September 2008 and dated 10 October 2008 respectively in relation to the Acquisition and the extension of the despatch date of the Circular. The Company had applied to the Stock Exchange for and was granted a waiver from strict compliance with the requirement under Rules 14.38A and 14A.49 of the Listing Rules and a further extension of the despatch date of the Circular to no later than 31 August 2009.

With reference to the expected time of despatch of the Circular, the Purchaser and the Vendor entered into a further supplemental agreement on 27 February 2009 to further extend the long stop date for the fulfillment of conditions of the Acquisition Agreement to a date falling on or before 31 December 2009 or such other date as may be agreed between the parties to the Acquisition Agreement.

Reference is made to the announcements of the Company dated 19 September 2008 and dated 10 October 2008 respectively in relation to the Acquisition and delay in despatch of the circular relating to the Acquisition (the “**Circular**”). Terms used herein shall have the same meanings as defined in the announcement dated 19 September 2008 unless otherwise defined.

#### **DELAY IN DESPATCH OF CIRCULAR**

Pursuant to Chapter 18 of the Listing Rules, the Circular must contain, among others, a technical report prepared by a technical consultant to the Company with respect to the estimated reserves of iron in the Target Mines. The technical consultant has advised the Directors that it has received a preliminary exploration report from a local exploration team which carried out geological exploration program, which is one of the necessary steps for the technical consultant to complete its due diligence on the resources estimate of the Target Mines. However, the report presently only covers one orebody out of a total four orebodies which constitute the entire Target Mines. The technical consultant considers that

further data and information of all four orebodies have to be supplied in order for them to complete the technical review report. As the progress of the exploration program performed by the exploration team did not meet the expectation of the WFOE, it has engaged a new exploration team in February 2009. As advised by the new exploration team, the feasibility study of the Target Mines and the preparation of the relevant exploration report will take about 4 months to complete. Thereafter, the technical consultant will then conduct a site inspection to review the reserves and prepare the technical report, which is expected to take one month to complete. Based on the above, the Directors expect that the technical report to be included in the Circular would only be available in or around July 2009.

Besides, the preparation of the valuation on the project of WFOE and the advices from the independent financial advisers would only be commenced after the technical report is available since the relevant valuation/opinion, to certain extent, assessed with reference to the information in the technical report, the Directors therefore expect that the despatch of the Circular has to be further postponed. The Company had applied to the Stock Exchange for and was granted a waiver from strict compliance with the requirement under Rules 14.38A and 14A.49 of the Listing Rules and a further extension of the deadline for the despatch of the Circular to no later than 31 August 2009.

#### **EXTENSION OF LONG STOP DATE**

The original long stop date of the Acquisition Agreement is 30 November 2008. As announced by the Company on 10 October 2008, the Purchaser and the Vendor had entered into a supplemental agreement to extend the long stop date of the Acquisition Agreement to 31 March 2009. Completion of the Acquisition Agreement is still subject to fulfillment of conditions of the Acquisition Agreement, which include the passing by the Independent Shareholders at an extraordinary general meeting to be convened and held of an ordinary resolution to approve the Acquisition Agreement. Considering that the Circular has to be despatched to the Shareholders prior to the extraordinary general meeting, with reference to the expected time of despatch of the Circular as disclosed above, the Purchaser and the Vendor therefore entered into a further supplemental agreement on 27 February 2009 to further extend the long stop date for the fulfillment of conditions of the Acquisition Agreement to a date falling on or before 31 December 2009 or such other date as may be agreed between the parties to the Acquisition Agreement. Save for the above, all other terms of the Acquisition Agreement remain unchanged.

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

Hong Kong, 27 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.*