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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)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENT

This statement is made at the request of The Stock Exchange of Hong Kong Limited.

The board of directors (the “Board”) of Sino Prosper Holdings Limited (the “Company”) has noted the recent increases in the price and trading volume of the shares of the Company and wish to state that we are not aware of any reasons for such movement.

The Board wishes to state that the Company will from time to time review and enter into discussions with regard to business opportunities and investments. Currently, the Company is in preliminary discussions with an independent third party regarding potential investment opportunity in a gold mine of the independent third party (the “Potential Investment”). No binding terms or non-binding agreements have been entered into in respect of the Potential Investment as at the date of this announcement. These preliminary discussions are still in progress, and may or may not lead to an agreement. **This Potential Investment may or may not proceed, and may or may not materialise.**

If the Potential Investment materialises and if it constitutes a notifiable transaction (or other relevant transaction under the Listing Rules) under Chapter 14 of the Listing Rules, the Board will take appropriate steps in compliance with the Listing Rules. **Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the shares of the Company.**

Save as disclosed above, the Directors confirm that there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

Made by the order of Sino Prosper Holdings Limited, the Board of the directors of which individually and jointly accept responsibility for the accuracy of this statement.

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

Hong Kong, 29 June 2009

As at the date of this notice, the Executive Directors of the Company are Mr. Leung Ngai Man, Mr. Yeung Kit, Mr. Wong Wa Tak and Mr. Ng Kwok Chu Winfield, and the Independent Non-executive Directors of the Company are Mr. Chan Sing Fai, Mr. Cai Wai Lun and Dr. Leung Wai Cheung.