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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING HELD ON 25 SEPTEMBER 2009

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM and the EGM held on 25 September 2009 were duly passed.

Reference is made to the Company's notice of annual general meeting (the "AGM Notice") dated 25 August 2009, notice of extraordinary general meeting (the "EGM Notice") dated 31 August 2009, circular in relation to the AGM dated 25 August 2009 and circular in relation to the very substantial acquisition dated 31 August 2009 (collectively the "circulars"). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circulars.

The Board is pleased to announce that all the ordinary resolutions set out in the AGM Notice and the EGM Notice were duly passed by way of poll at the AGM and the EGM respectively held on 25 September 2009. The Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at both the AGM and the EGM.

The poll results are as follows:

Ordinary resolutions proposed at the AGM (Note)		Number of votes cast (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2009	708,380,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Leung Ngai Man as a director of the Company	708,380,000 (100%)	0 (0%)
	(b) To re-elect Mr. Ng Kwok Chu, Winfield as a director of the Company	708,380,000 (100%)	0 (0%)
	(c) To re-elect Mr. Cai Wei Lun as a director of the Company	708,380,000 (100%)	0 (0%)
	(d) To authorise the board of directors of the Company (or its delegated committee) to fix the directors' remuneration and to authorize the board of directors to fill vacancies on the board	708,380,000 (100%)	0 (0%)

Ordinary resolutions proposed at the AGM (Note)		Number of votes cast (%)	
		For	Against
3.	To re-appoint HLB Hodgson Impey Cheng as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration	708,380,000 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company's shares	708,380,000 (100%)	0 (0%)
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	708,380,000 (100%)	0 (0%)
6.	To add the nominal amount of the Company's shares repurchased by the Company to the mandate granted to the directors of the Company under resolution numbered 4	708,380,000 (100%)	0 (0%)
7.	To approve the renewal of the 10% General Limit on the number of Shares which may be allotted and issued upon the exercise of the options to be granted under the share option scheme of the Company	708,380,000 (100%)	0 (0%)

Note: Please refer to the AGM Notice for the full text of the resolutions.

As at the date of AGM, the total number of Shares in issue was 1,711,393,158, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. None of the Shares entitled their holders to attend and vote only against the resolutions proposed at the AGM. No shareholders were required to abstain from voting on any of the resolutions at the AGM.

Ordinary resolution proposed at the EGM (Note)	Number of votes cast (%)	
	For	Against
To approve the Acquisition Agreement and the transactions contemplated thereunder	546,980,000 (100%)	0 (0%)

Note: Please refer to the EGM Notice for the full text of the resolution.

As at the date of EGM, the total number of Shares in issue was 1,711,393,158. Mr. Leung Ngai Man together with his Associates, interested in aggregate in 163,550,000 issued Shares, representing approximately 9.56% of the entire issued share capital of the Company, abstained from voting on the resolution set out in the EGM Notice in accordance with the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution set out in the EGM Notice was 1,547,843,158 Shares, representing approximately 90.44% of the entire issued share capital of the Company. None of the Shares entitled their holders to attend and vote only against the resolution proposed at the EGM.

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

Hong Kong, 25 September 2009

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