

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)

**COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND
CONNECTED TRANSACTION**

The Board is pleased to announce that the Acquisition was completed on 30 September 2009 and, accordingly, Target BVI has become a wholly-owned subsidiary of the Company.

Reference is made to the Announcement and the circular (the “**Circular**”) of the Company dated 31 August 2009. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all conditions precedent under the Acquisition Agreement have been fulfilled and the Acquisition was completed on 30 September 2009. Accordingly, Target BVI has become a wholly-owned subsidiary of the Company. At completion, the Consideration was settled by the issue to the Vendor of (i) the Promissory Note in the principal amount of HK\$272,727,273 and (ii) the Convertible Bonds (which carry, among other rights, the right to convert the Convertible Bonds into Shares at the initial conversion price of HK\$0.075 per Conversion Share) in the aggregate principal amounts of HK\$136,363,636.

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

Hong Kong, 30 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.