



**SINO PROSPER HOLDINGS LIMITED**  
**中盈控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(stock code: 766)

**Unusual volume movement**

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

The board (the “Board”) of directors (the “Directors”) of the Company has noted the recent increase in trading volume of the shares of the Company and wish to state that we are not aware of any reasons for such changes save as below.

Reference is made to the announcement of the Company dated 27 July 2005 in relation to the private placing of Warrants. Terms herein used without definition shall have the same meanings as in the announcement of the Company dated 27 July 2005, unless the context otherwise requires.

Save as (i) Mr Yeung Kit, an executive Director of the Company, exercised option to subscribe for 1,600,000 shares of the Company at the exercise price of HK\$0.41 per share on 7 February 2006 and sold all these shares at the price of HK\$1.01 in the market on 9 February 2006; (ii) Master Hill Development Limited (in which Mr Wong Wa Tak, an executive Director of the Company, holds 50% of its shareholdings) exercised option to subscribe for 4,000,000 shares of the Company at the exercise price of HK\$0.46 per share on 8 February 2006 and has not sold any of its shares; and (iii) the Board received a notice from Mr. Kan Che Kin, Billy Albert, the beneficial owner of the Warrants, on 9 February 2006 for the exercise of his right to the Warrants that entitled him to subscribe for 183,000,000 Shares at the Exercise Price of HK\$0.19 per Share subject to the Board’s approval for allotment and issuance of these shares, we confirm that there are no other 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.

This statement is made by the order of the Board of Directors of which individually and jointly accept responsibility for the accuracy of this statement.

By order of the Board of  
**Sino Prosper Holdings Limited**  
**Tang Yan Tian**  
*Chief Executive Officer*

Hong Kong, 9 February 2006

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

Please also refer to the published version of this announcement in International Herald Tribune.