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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 EXTRAORDINARY GENERAL MEETING

Reference is made to the circular dated 18 May 2007 (the “Circular”) issued by Sino Prosper Holdings Limited (the “Company”). Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Extraordinary General Meeting

At the Extraordinary General Meeting (the “EGM”) of the Company held at meeting room no. 4, 2nd floor, Mangshi Hotel, No. 58 Baobo Road, Luxi City, Dehong, Yunnan, People’s Republic of China on 12 June 2007 (Tuesday) at 10:00 a.m., poll voting was demanded by the Chairman for voting on the proposed resolutions (the “Resolutions”) as set out in the Notice of the EGM dated 18 May 2007 (the “Notice”). The Resolutions were not approved by the Shareholders and the board of directors of the Company is pleased to announce the poll results in respect of the Resolutions as follows:

Resolution	Number of Votes (%)	
	For	Against
1. Resolution No. 1 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
2. Resolution No. 2 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
3. Resolution No. 3 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
4. Resolution No. 4 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
5. Resolution No. 5 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
6. Resolution No. 6 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
7. Resolution No. 7 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)

8. Resolution No. 8 as set out in the Notice	13,840,000 (2.88%)	465,890,000 (97.12%)
9. Resolution No. 9 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
10. Resolution No. 10 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
11. Resolution No. 11 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
12. Resolution No. 12 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
13. Resolution No. 13 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
14. Resolution No. 14 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
15. Resolution No. 15 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)
16. Resolution No. 16 as set out in the Notice	13,640,000 (2.84%)	465,890,000 (97.16%)

As more than 50% of the votes were cast against the Resolutions, all the Resolutions were not approved by the Shareholders. Shareholders may refer to the Notice for details of the Resolutions.

Notes:

- (a) The total number of shares in issue as at the date of the EGM: 1,274,163,158 shares of HK\$0.01 each.
- (b) The total number of shares entitling the holders to attend and vote only against the Resolutions at the EGM: Nil
- (c) The total number of Shares entitling the holders to attend and vote for or against the Resolutions at the EGM: 1,274,163,158 shares
- (d) No shareholder was required to abstain from voting on any of the Resolutions.

Secretaries Limited, the branch share registrar of the Company, was appointed as the scrutineer in the EGM for the purpose of vote-taking.

The Board would like to thank all Shareholders for their support and will continue to act in the interest of all Shareholders of the Company.

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, Mr. Gao Shi Kui is the non-executive director and Mr. Chan Sing Fai, Mr. Cai Wei Lun and Mr. Leung Wai Cheung are the independent non-executive Directors.

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

Hong Kong, 12 June 2007

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