



# SINO PROSPER HOLDINGS LIMITED

## 中盈控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 0766)

### CLARIFICATION ANNOUNCEMENT

This announcement seeks to clarify and amend certain information included in the Interim Results Announcement (as defined below) and the Interim Report (as defined below).

The board (“**Board**”) of directors (“**Directors**”) of Sino Prosper Holdings Limited (“**Company**”) noted that certain descriptive information relating to the warrants of the Company was mistakenly stated in the announcement (“**Interim Results Announcement**”) of unaudited consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 September 2006 and dated 28 December 2006, and the interim report (“**Interim Report**”) on the unaudited consolidated results of the Group for the six months ended 30 September 2006, details of which require following clarification and amendment.

As disclosed on page 66 of the annual report of the Company for the year ended 31 March 2006, the subscription rights attaching to the warrants of the Company were exercised on 9 February 2006, which resulted in the allotment and issue of 183,000,000 new shares (“**Shares**”) of the Company at the exercise price of HK\$0.19 per new Shares.

The second paragraph of note (c) to note 7 headed “Share Capital” to the condensed consolidated financial statements of the Group on page 5 of the Interim Results Announcement (and note (c) to note 7 headed “Share Capital” to the condensed consolidated financial statements of the Group on page 7 of the Interim Report) should be replaced by the following:

“Each warrant carried the right to subscribe for one new share of the Company at an initial exercise price of HK\$0.19 per new share for a period of three years commencing from 19 August 2005. Mr. Kan Che Kin, Billy Albert had fully exercised the subscription rights attaching to these warrants.”

Save as disclosed above, the Company confirms that all the information and figures as contained in the Interim Results Announcement and Interim Report are correct in all material aspects.

The aforesaid errors were inadvertently made and the Company apologises for any inconvenience caused by the aforesaid errors.

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

Hong Kong, 11 January 2007

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

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