



Sino Prosper Holdings Limited 中盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (“**Placing and VSA Announcement**”) issued by Sino Prosper Holdings Limited (“**Company**”) in respect of the proposed placing (“**Placing**”) of new shares and a very substantial acquisition and connected transaction (“**Acquisition**”) of the Company on 19 September 2008. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Placing and VSA Announcement.

It has come into the notice of the Board that (1) Kingston Securities Limited (“**Kingston**”), being one of the potential placees under the Placing, had no holdings or ownership in any of the Shares as of the date of the Placing and VSA Announcement; and (2) a call option (“**Call Option**”) in respect of 80,000,000 Shares previously granted to CMEC International Trading Import & Export Co., Ltd. (“**CMEC**”), a company controlled by China National Machinery and Equipment Import and Export Corporation (“**I/E Corporation**”), had lapsed on 19 July 2008.

In the light of the above, the Board would clarify that the table below reflects the shareholding structure of the Company as of the date of the Placing and VSA Announcement, and the changes thereof as a result of the Placing and the Acquisition as disclosed in the sub-paragraph headed “Effects on shareholding structure” in the paragraph headed “Other information on the Placing” and in the paragraph headed “Changes in shareholding structure of the Company as a result of the Acquisition (Assuming Acquisition Completion)” of the Placing and VSA Announcement.

The shareholding structure of the Company (i) as at the date of the Placing and VSA Announcement; (ii) immediately after the completion of the Placing; and (iii) immediately after the completion of the Placing and the allotment and issue of the Consideration Shares under the Acquisition, (as shown on page 17 of the Placing and VSA Announcement) should be as follows:

	As at the date of the Placing and VSA Announcement		Immediately after the completion of the Placing		Immediately after completion of the Placing and the Acquisition	
	<i>No of Shares</i>	<i>%</i>	<i>No of Shares</i>	<i>%</i>	<i>No of Shares</i>	<i>%</i>
The Vendor and parties acting in concert with it						
– Existing Shares (<i>Note 1</i>)	163,550,000	12.72	163,550,000	10.60	163,550,000	8.63
– Consideration Shares	–	0.00	–	0.00	351,123,595	18.53
<i>The Vendor and parties acting in concert with it</i>	163,550,000	12.72	163,550,000	10.60	514,673,595	27.16
– Mr Tsim Wing Kong (<i>Note 1</i>)	140,330,000	10.91	140,330,000	9.09	140,330,000	7.41
– Other existing public Shareholders (<i>Note 2</i>)	982,283,158	76.37	982,283,158	63.64	982,283,158	51.85
– Places from Fund Raising Exercise	–	0.00	257,230,000	16.67	257,230,000	13.58
Total	<u>1,286,163,158</u>	<u>100.00</u>	<u>1,543,393,158</u>	<u>100.00</u>	<u>1,894,516,753</u>	<u>100.00</u>

Notes:

- To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as his shareholding in the Company, Mr Tsim Wing Kong is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules), and his holding of approximately 9.09% of the issued share capital of the Company upon completion of the Placing will be regarded as public float.
- Kingston and I/E Corporation are excluded from the public shareholders as neither of them had any holdings and/or ownership in any of the shares of the Company as at the date of the Placing and VSA Announcement, on the ground that (1) Kingston, being a potential placee under the Placing, had no entitlement to the Shares unless and until the Placing Shares are successfully subscribed by and placed to it; and (2) the Call Option held by CMEC had lapsed on 19 July 2008 and I/E Corporation had no interest in the Shares and underlying shares of the Company thereafter.

Shareholders and investors should note that the shareholding table set out on page 9 of the Placing and VSA Announcement should also be replaced by the above table (particularly, the first to third columns) of this announcement.

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

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

Hong Kong, 22 September 2008

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