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SINO PROSPER (GROUP) HOLDINGS LIMITED
中盈(集團)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

**COMMENCEMENT OF NEGOTIATION WITH THE VENDOR
REGARDING
THE POSSIBLE CANCELLATION OF
ALL OUTSTANDING FURTHER PAYMENTS TO THE VENDOR
IN RELATION TO A
VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION**

This announcement is made by Sino Prosper (Group) Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Future Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the circular (the “**Circular**”) of the Company dated 24 September 2013 in relation to, among other matters, the very substantial acquisition and connected transaction. Unless otherwise stated, capitalised terms used herein shall have the same respective meanings as defined in the Circular.

Pursuant to the Agreement, the Consideration shall be a maximum of HK\$850 million, which shall be satisfied by the Purchaser (being a wholly-owned subsidiary of the Company) to the Vendor (being Mr. Leung Ngai Man, a substantial Shareholder, an executive Director and the chairman of the Company) in the following manner:

- (i) as to HK\$425 million by the payment of the T1 Price (comprising the T1 CB of HK\$75 million, the T1 P-Note of HK\$150 million, and cash payment of HK\$200 million) upon Completion;
- (ii) as to HK\$170 million by the payment of the T2 Price (comprising the T2 CB of HK\$120 million and the T2 P-Note of HK\$50 million) subject to and upon the satisfaction of the T2 Payment Condition;

- (iii) as to HK\$170 million by the payment of the T3 Price (comprising the T3 CB of HK\$170 million) subject to and upon the satisfaction of the T3 Payment Conditions; and
- (iv) as to HK\$85 million by the payment of the T4 Price (comprising the T4 CB of HK\$85 million) subject to and upon the satisfaction of the T4 Payment Condition.

Prior to the date of this announcement, the T1 Price and the T2 Price have already been satisfied by the Purchaser to the Vendor in accordance with the Agreement.

On about 15 January 2014, the Company received advice from its corporate management advisor that it is in the interest of the Company to retain its financial resources for the development of its micro-finance business in Jilin City, the PRC in view of its prospect and one of the ways is to explore and negotiate with the Vendor for the possible cancellation of potential further payments payable by the Purchaser to the Vendor under the Agreement (being the T3 Price and the T4 Price) (the “**Possible Cancellation**”) given that the Vendor, being the single largest shareholder of the Company, will also benefit from the better performance of the Company’s micro-finance business in Jilin City resulting from cancelling such payments.

On 22 January 2014 (after trading hours), a meeting of the Board was held to consider, among other matters, the advice from the Company’s corporate management advisor. The Board resolved that the Company should commence negotiation with the Vendor regarding the Possible Cancellation. After such meeting of the Board, the Company commenced preliminary negotiation with the Vendor regarding such Possible Cancellation.

The Board considers that the Possible Cancellation may or may not materialise but if materialized, will be in the interest of the Company and the Independent Shareholders as a whole as it will allow the Company to retain its financial resources for the development of its micro-finance business in Jilin City, the PRC in view of its prospect.

Shareholders and potential investors should note that the Possible Cancellation is subject to the results of negotiations between the Company and the Vendor and may or may not materialise. Shareholders and potential investors are advised to exercise extreme caution when dealing in the shares of the Company.

By Order of the Board
Sino Prosper (Group) Holdings Limited
Ng Kwok Chu, Winfield
Executive Director

Hong Kong, 22 January 2014

As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man and Mr. Ng Kwok Chu, Winfield and the independent non-executive Directors of the Company are Ms. Xuan Hong, Mr. Cai Wei Lun and Mr. Zhang Qingkui.