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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)

**EFFECTIVE DATE OF THE CAPITAL REDUCTION**

The Board is pleased to announce that all conditions of the Capital Reduction had been satisfied after 10:00 p.m. (Hong Kong time) on 25 March 2014. Accordingly, the Capital Reduction has become effective after 10:00 p.m. (Hong Kong time) on 25 March 2014. Dealing in New Shares on the Stock Exchange will commence on 26 March 2014.

Reference is made to the announcement of the Sino Prosper (Group) Holdings Limited (formerly known as Sino Prosper State Gold Resources Holdings Limited) (the “**Company**”) dated 7 November 2013 (the “**Announcement**”), the circular of the Company (the “**Circular**”) dated 18 November 2013 in relation to, amongst other things, the Capital Reduction and the announcement of the Company dated 11 December 2013 in relation to the poll results of the extraordinary general meeting of the Company held 11 December 2013 approving, amongst other things, the Capital Reduction and the announcement of the Company dated 12 March 2014 in relation to the revised timetable of the Capital Reduction. Terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Board is pleased to announce that all conditions of the Capital Reduction had been satisfied after 10:00 p.m. (Hong Kong time) on 25 March 2014. Accordingly, the Capital Reduction has become effective after 10:00 p.m. (Hong Kong time) on 25 March 2014. Dealing in New Shares on the Stock Exchange and the first day for free exchange of existing certificates for Existing Shares for new certificates for New Shares will commence on 26 March 2014. The last day of free exchange of existing certificates for Existing Shares for new certificates for New Shares will be on 2 May 2014.

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

Hong Kong, 26 March 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.*