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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)

VOLUNTARY ANNOUNCEMENT

References are made to the circular of the Company dated 24 September 2013 (the “**Circular**”) and the announcement of the Company dated 29 January 2014 (the “**Announcement**”) in relation to, among other matters, the very substantial acquisition and connected transaction. Unless otherwise stated, capitalised terms used herein shall have the same meanings respectively as defined in the Circular.

UPDATED STATUS OF THE TARGET GROUP

As disclosed in the Announcement, the Vendor has executed a deed of waiver in favour of the Purchaser pursuant to which the Vendor has, among other things, irrevocably and unconditionally waived, released and discharged the Purchaser from the obligation to pay the T3 Price and the T4 Price, notwithstanding and assuming the T3 Payment Conditions and/or the T4 Payment Condition being satisfied.

Nonetheless, the Board is pleased to announce that based on the Turnover Certificate for the T4 Period, the audited consolidated turnover of the Target BVI and its subsidiaries arising from the business of providing micro-financing and investment and management consultation services (exclusive of any value added tax or business tax) for the T4 Period has exceeded the threshold as required in the T4 Payment Condition.

APPLICATION FOR THE INCREASE IN REGISTERED CAPITAL OF TARGET PRC NO.1

As disclosed in the Circular, it was intended that Target PRC No.1 would apply to increase its registered capital from RMB100 million to RMB200 million while the additional capital injection was expected to be made in 2014 in two tranches of RMB50 million each.

In this connection, the Board is pleased to announce that Target PRC No.1 has received a written approval dated 17 June 2014 from Jilin Province Financial Affairs Office (吉林省金融工作辦公室) for the increase in the registered capital of Target PRC No.1 from RMB100 million to RMB150 million. The Board has further obtained a PRC legal opinion advising that there is no legal obstacle for Target PRC No.1 to obtain approval for any further increase in its registered capital in the future.

By order of the Board
Sino Prosper (Group) Holdings Limited
Leung Ngai Man
Chairman and Executive Director

Hong Kong, 23 June 2014

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