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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 23 June 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.

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. As further disclosed in the Announcement, 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 additional registered capital of RMB50 million associated with such increase had been fully injected into Target PRC No. 1 on 25 June 2014.

The Board is pleased to announce that Target PRC No.1 has further received a letter (the “**Letter**”) from Jilin Economic and Technical Cooperation Bureau (吉林市經濟技術合作局) (the “**JETCB**”) stating, among other things, that:

- the business of Target PRC No.1 has been operating well since its establishment, which has helped promote the development of the micro-financing industry in Jilin City;
- the JETCB welcomes a further increase in investment by Target PRC No.1; and
- if the registered capital of Target PRC No.1 is increased to RMB300 million, Target PRC No.1 can operate its business in the entire Jilin Province.

The Board considers that the indication from JETCB that Target PRC No.1 can potentially operate its business in the entire Jilin Province (instead of only within Jilin City as Target PRC No.1 is currently allowed to) represents a valuable opportunity for the future business development of Target PRC

No.1. In this connection and pursuant to the Letter, the Board intends to further increase the registered capital of Target PRC No.1 to RMB300 million. To finance such increase in the registered capital of Target PRC No.1, the Board may consider different financing alternatives, including internal resources, debt financing, equity financing or a combination of the above. If the Board decides to conduct any fund raising activities in this connection, the Company will make further announcement(s) as and when appropriate in accordance with the requirements of the Listing Rules.

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

Hong Kong, 30 September 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.