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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)

**COMPLETION OF PLACING OF EXISTING SHARES AND  
TOP-UP SUBSCRIPTION OF NEW SHARES**

*Placing Agent*



Reference is made to the announcement of Sino Prosper (Group) Holdings Limited (the “**Company**”) dated 8 December 2014 (the “**Announcement**”) in relation to, among other things, the Placing and Subscription Agreement. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Placing was completed on 9 December 2014 in accordance with the Placing and Subscription Agreement. An aggregate of 160,000,000 Placing Shares have been successfully placed to not less than six Placees who are Independent Third Parties, at the Placing Price of HK\$0.216 per Placing Share.

All conditions of the Subscription as set out in the Placing and Subscription Agreement have been fulfilled and completion of the Subscription took place on 12 December 2014 whereby 160,000,000 Subscription Shares (equivalent to the number of Placing Shares placed) were allotted and issued to the Subscriber at the Subscription Price of HK\$0.216 per Subscription Share.

None of the Placees became substantial shareholders (as defined under the Listing Rules) of the Company as a result of the Placing and the Subscription.

The net proceeds from the Subscription are approximately HK\$33.35 million. The net price raised per Share from the Subscription was approximately HK\$0.208 per Share.

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

Hong Kong, 12 December 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.*