

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CHANGE OF EXECUTIVE DIRECTOR, RESIGNATION OF CHIEF EXECUTIVE OFFICER AND CHANGE OF MEMBER OF REMUNERATION COMMITTEE

The Board announces that Mr. Sung Kin Man resigned as an executive Director, chief executive officer and a member of the Remuneration Committee of the Company with effect from 2 March 2015.

The Board further announces the appointment of Ms. Wong Li Fong as an executive Director and a member of Remuneration Committee of the Company with effect from 2 March 2015.

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Prosper (Group) Holdings Limited (the “**Company**”) announces that Mr. Sung Kin Man (“**Mr. Sung**”) resigned as an executive Director, chief executive officer and a member of the Remuneration Committee of the Company with effect from 2 March 2015 due to his personal business reason.

Mr. Sung confirmed that he had no disagreement with the Board or the Company and there was no other matter relating to his resignation that needed to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board is pleased to further announce the appointment of Ms. Wong Li Fong (“**Ms. Wong**”) as an executive Director and a member of the Remuneration Committee of the Company with effect from 2 March 2015.

Ms. Wong, aged 48, obtained Bachelor Degree of Commerce from Curtin University of Technology Australia with major in Accounting and Commerce. She has over 20 years of working experience in corporate and financial management. She also held financial and administrative executive positions with a variety of leading companies. She is familiar with finance, banking, corporation and human resources related work.

Ms. Wong does not hold any other position within the Company and its subsidiaries and did not hold any directorship in any other listed public companies in the past three years.

There was no service contract between Ms. Wong and the Company in respect of the proposed length of services for the appointment of Ms. Wong as an executive Director. Ms. Wong is subject to retirement and re-election at the next following general meeting of the Company after her appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association of the Company. The remuneration of Ms. Wong will be reviewed and recommended by the Remuneration Committee of the Company with reference to her duties and responsibilities with the Company and the market benchmark and shall be approved by the Board.

Ms. Wong is not connected with any Directors, senior management or substantial shareholders or the controlling shareholder of the Company as defined in the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”). As at the date of this announcement, Ms. Wong is interested in (a) 15,000 shares beneficially owned by her; and (b) 7,700,000 shares represented the shares of the Company for which Ms. Wong is entitled to subscribe at the exercise price of HK\$0.335 per share during the exercise period from 24 September 2012 to 23 September 2015 under the Share Option Scheme adopted by the Company on 20 April 2012.

Save as aforesaid, Ms. Wong does not have any other interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Wong has confirmed that there are no other matters relating to her appointment required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Sung for his valuable contribution to the Company during his tenure and welcome Ms. Wong on her appointment.

By Order of the Board
Sino Prosper (Group) Holdings Limited
Leung Ngai Man
Chairman

Hong Kong, 2 March 2015

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