HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Sino Prosper (Group) Holdings Limited
Date Submitted	05/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>766</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	30,283,500,000	HK\$0.01	HK\$302,835,000
Increase/(decrease)			
Balance at close of the month	30,283,500,000	<u>HK\$0.01</u>	HK\$302,835,000
(2) Stock code : <u>N/A</u> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : 766	Description :	Preferen	ce Shares	
	pre	lo. of ference nares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of precedi	ng month 971,	650,000	HK\$0.10	HK\$97,165,000
Increase/(decrease)				
Balance at close of the mor	nth971,	650,000	HK\$0.10	HK\$97,165,000

3. Other Classes of Shares

Stock code :	N/A	_Descript	tion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedir	ig month			
Increase/(decre	ease)	_		-	
Balance at clos	e of the mon	th _			

Total authorised share capital at the end of the month (*State* **HK\$400,000,000** *currency*):

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	e No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,613,820,199		901,650,000	
Increase/ (decrease) during the month				
Balance at close of the month	1,613,820,199		901,650,000	

III. Details of Movements in Issued Share Capital

Share Options (unde	er Share Opt	tion Schemes of	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	ſ	Movement durii	ng the month		thereto	thereto as at close of
approval date					_	the month
(dd/mm/yyyy) and						
class of shares			0			
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share option						
scheme						
Meeting approved						
(25/04/2002)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	1,600,000
(Note 1)						
. ,						
2. Share option						
scheme						
Meeting approved						
(20/04/2012)						
	Nil	Nil	Nil	Nil	Nil	28 500 000
Ordinary shares						28,500,000
(Note 1)						
<u> </u>						
3.						
(/ /)						
shares						
(Note 1)						
		Tota	IA. (Ordinar	y shares)	N/A	
			(Preferenc		N/A	
			· ·	her class)	N/A	
Total funds raised du	iring the mo	nth from exerci	· ·			
of options (State cur				Nil		

Warrants to Issue Shares of the	Issuer which	are to be Liste	d			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
Class of shares						
Subscription price			_			
EGM approval date			_			
(if applicable) (dd/mm/yyyy)	()				
2.)	_			
(/ /)						
Subscription price			_			
(if applicable)						
(dd/mm/yyyy)	(/ /)	_			
3.						
(/ /)						
· · · · · · · · · · · · · · · · · · ·						
Class of shares			_			
issuable (Note 1)			_			
Subscription price			_			
(if applicable)						
	(/ /)	_			
4.						
(/ /)	·,			. <u></u> .		
Stock code (if listed)						
Class of shares			_			
			_			
Subscription price			_			
(if applicable)						
(dd/mm/yyyy)	(/ /)	_			
			D (O	nu oborocì	N1/A	
		Total		ary shares) ce shares)	N/A N/A	-
				ther class)		-
			,0		1.1/1	-

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whic	h are to be Liste	ed)		
Class and description 1. Non-redeemable and	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Convertible preference						
shares	_					
		00 165 000	Nii	00 165 000	NII	001 650 000
Stock code (if listed)	<u>HK\$</u> 	90,165,000	Nil	90,165,000	Nil	901,650,000
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)	Ordinary HK\$0.10					
(dd/mm/yyyy))	(17/04/2018)					
<u>2. N/A</u>	_					
	_					
	_					
Stock code (if listed) Class of shares						
issuable (Note 1) Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	_					
	_					
	_					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	<i>, , ,</i> , , , ,					
	(/ /)					
4.	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(//)		Total C. (Ordina	ary shares)	N/A	
				ce shares)		-
				ther class)		
			Υ.	·		-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>		
	-	
shares (Note 1)		
2		
	-	
shares (Note 1)		
3		
	-	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Oth	ner Movements	in Issued Sha	re Capital						
	Type of Issue							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue								
				Class of shares issuable (Note 1)		<u>N/A</u>			
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	()		
				Class of shares issuable (Note 1)		<u>N/A</u>			
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	()		
				Class of shares issuable (Note 1)		<u>N/A</u>			
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	()		
				Class of shares issuable (Note 1)		<u>N/A</u>			
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
L									

	Type of leque							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue								montai
5.	Scrip dividend	At price :	State currency ———	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		<u>N/A</u> / / / /			
6.	Repurchase of shares			Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		<u>N/A</u> / / / /			
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		<u>N/A</u> / / / /)		_
8.	Consideration issue	At price :	State currency ———	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(<u>N/A</u> / / / /)		

Type of Issue	No. of new No. of new shares of shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as at thereto close of the month
	Class of shares <u>N/A</u> issuable <i>(Note 1)</i>
9. Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)
	EGM approval date: (/ /) (dd/mm/yyyy)
	Class of shares <u>N/A</u> issuable <i>(Note 1)</i>
10. Other (Please specify) At price : State currence	y Issue and allotment (/ /) date : (dd/mm/yyyy)
	EGM approval date: (/ /) (dd/mm/yyyy)
	Total E. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (*Note* 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

IN/A		
Submitted by:	Chan Yuen Ying Stella	-
Title:	Company Secretary	
	(Director, Secretary or other duly authorised officer)	-

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.