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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)

(1) DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2021; (2) POSTPONEMENT OF BOARD MEETING; AND (3) SUSPENSION OF TRADING

Reference is made to the announcement of Sino Prosper (Group) Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 18 June 2021 whereby it was announced that a meeting of the board of directors of the Company (the “**Board**”) has initially been scheduled to be held on Wednesday, 30 June 2021 (the “**Board Meeting**”) for the purpose of considering and approving, among other matters, the audited annual results of the Group for the year ended 31 March 2021 (the “**2020/2021 Annual Results**”) and its publication thereof, and recommendation of payment of a final dividend, if any.

DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT

Pursuant to Rule 13.49(1) and Rule 13.46(1)(a) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company is required to (i) publish the 2020/2021 Annual Results not later than three months after the end of the financial year of the Company, i.e. on or before 30 June 2021; and (ii) despatch the annual report for the year ended 31 March 2021 (the “**2020/2021 Annual Report**”) to the shareholders of the Company not later than four months after the end of the financial year of the Company i.e. on or before 31 July 2021, and such results shall be based on the financial statements for the financial year which shall have been agreed with the auditors.

The Board wishes to announce that the publication of the announcement in relation to the 2020/2021 Annual Results and the 2020/2021 Annual Report will be delayed as additional time is required in order to obtain further information required by the Company and the auditors of the Company in connection with, among others, (i) valuation of certain assets (including but not limited to a gold mine in the PRC); and (ii) expected credit loss in relation to the money lending business of the Group.

The Board acknowledges that any delay in publishing the announcement in relation to the 2020/2021 Annual Results and the 2020/2021 Annual Report will constitute non-compliance with Rule 13.49(1) and 13.46(1)(a) of the Listing Rules, respectively. Discussions with the auditors of the Company are ongoing and the Board and the management of the Company are doing their utmost to assist and cooperate the auditors to provide them with all required data and documents in order to complete the audit process as soon as possible. The Company expects that the publication of the 2020/2021 Annual Results will be postponed to around the end of August 2021. Therefore, the board meeting to approve the 2020/2021 Annual Results will be postponed to a date to be determined by the Board accordingly.

Rule 13.49(3) of the Listing Rules provides that where an issuer is unable to make an announcement of its preliminary results based on its financial statements in accordance with Rules 13.49(1) and 13.49(2) of the Listing Rules, it must announce its financial results which have yet to be agreed with its auditors not later than three months after the end of the financial year. However, after due and careful consideration and taking into consideration of the expected date of publication of the 2020/2021 Annual Results, the Board is of the view that it would not be appropriate for the Company to publish the unaudited management accounts of the Company for the 2020/2021 Annual Results at this stage as it may not accurately reflect the financial performance and position of the Company, it would be more prudent and in the interest of the shareholders of the Company as a whole and potential investors to publish the 2020/2021 Annual Results, which is based on the financial statements agreed with its auditors, before trading resumes.

Notwithstanding the delay in publication of the 2020/2021 Annual Results and the 2020/2021 Annual Report, the business operation of the Group remains normal and the Company will make further announcement(s) to provide updates on the above matters as and when appropriate in accordance with the Listing Rules.

POSTPONEMENT OF BOARD MEETING

Due to the delay in finalising the 2020/2021 Annual Results, the Board hereby announces that the date of the Board Meeting will be postponed accordingly. The Company will continue to work with the auditors to complete the audit work as soon as practicable and will publish further announcement(s) to inform the shareholders of the Company of the date of the Board meeting as and when appropriate.

SUSPENSION OF TRADING

Pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules, and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. Accordingly, trading in the shares of the Company on the Stock Exchange will be suspended with effect from 9:00 a.m. on Friday, 2 July 2021, being the day following a public holiday of Hong Kong, pending publication of the 2020/2021 Annual Results.

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

Hong Kong, 30 June 2021

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 Mr. Miao Yanan, Mr. Cai Wei Lun and Mr. Zhang Qingkui.