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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)

(I) UPDATE ON SUSPENSION OF TRADING; (II) RESUMPTION GUIDANCE; AND (III) QUARTERLY UPDATE

The announcement is made by Sino Prosper (Group) Holdings Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) pursuant to Rules 13.09, 13.10(2) and 13.24A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 30 June 2021 and 31 August 2021 (the “**Announcements**”) in relation to, among other things, the delay in publication of the annual results of the Group for the year ended 31 March 2021 (the “**2020/2021 Annual Results**”), the suspension of trading in the shares of the Company on the Stock Exchange and the delay in despatch the annual report of the Company for the year ended 31 March 2021 (the “**2020/2021 Annual Report**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

RESUMPTION GUIDANCE

On 6 July 2021, the Company received a letter from the Stock Exchange setting out the followings guidance for the resumption of trading in the shares of the Company (the “**Resumption Guidance**”):

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) demonstrate its compliance with Rule 13.24 of the Listing Rules; and

- (c) announce all material information for the Company's shareholders and investors to appraise the Company's position.

Under Rule 6.01A of the Listing Rules, the Stock Exchange may cancel the Company's listing if trading in the Company's shares has been suspended for 18 continuous months. In the case of the Company, the 18-month period expires on 1 January 2023.

LATEST DEVELOPMENT

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 still be postponed to around the end of October 2021. The board meeting to approve the 2020/2021 Annual Results will be postponed to a date to be determined by the Board accordingly.

In relation to the Resumption Guidance, the Company will consider to appoint legal advisers and financial advisers to devise a plan to remedy the issues causing its trading suspension and in assistance with the resumption exercise and to prepare for the submission to the Stock Exchange, which will include details of its business development plan, and other material information of the Company, with an aim to fulfil the Resumption Guidance to the satisfaction of the Stock Exchange. Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules.

Please note that the above-mentioned development does not necessarily indicate that trading in the Company's shares will be resumed. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in the Company's shares.

BUSINESS OPERATION

The principal activity of the Company is investment holding. The Group is principally engaged in (i) investment in energy and natural resources (including precious metals) related projects; (ii) provision of loan financing and investment and management consultation services in the PRC; and (iii) import, distribution and sales of food and beverage products.

Notwithstanding the further delay in publication of the 2020/2021 Annual Results and the despatch of 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.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 2 July 2021 and will remain suspended until the Company fulfils the Resumption Guidance.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 30 September 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.