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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) FURTHER DELAY IN PUBLICATION OF ANNUAL RESULTS
AND DESPATCH OF ANNUAL REPORT
FOR THE YEAR ENDED 31 MARCH 2021;
(2) DELAY IN PUBLICATION OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021;
(3) FURTHER POSTPONEMENT OF BOARD MEETING; AND
(4) CONTINUED SUSPENSION OF TRADING**

Reference is made to the announcements of Sino Prosper (Group) Holdings Limited, (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) dated 30 June 2021 and 31 August 2021 (the “**Announcements**”) in relation to, among others, the delay in publication of the annual results of the Group for the year ended 31 March 2021 (the “**2020/2021 Annual Results**”) and 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.

FURTHER DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT

The Board wishes to announce that the publication of the announcement in relation to the 2020/2021 Annual Results and the despatch the 2020/2021 Annual Report will be further 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 December 2021. Therefore, the board meeting to approve the 2020/2021 Annual Results will be further 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 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.

DELAY IN PUBLICATION OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

Pursuant to Rules 13.49(6) of the Listing Rules, the Company is required to publish the interim results of the Group for the six months ended 30 September 2021 (the “**2021 Interim Results**”) on a date not later than two months after the end of that period of six months, i.e. not later than 30 November 2021.

The Company wishes to inform its shareholders that as the publication of the 2020/2021 Annual Results is still pending, the publication of the 2021 Interim Results has been delayed. The Board acknowledges that the delay in the publication of the 2021 Interim Results constitutes non-compliance of Rules 13.49(6) of the Listing Rules. The Company will publish further announcement(s) to inform its shareholders relating to the publication of the 2021 Interim Results as and when appropriate.

FURTHER POSTPONEMENT OF BOARD MEETING

Due to the further delay in finalising the 2020/2021 Annual Results and 2021 Interim 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.

CONTINUED 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 has been suspended with effect from 9:00 a.m. on Friday, 2 July 2021 and will remain suspended until the publication of the 2020/2021 Annual Results and the 2021 Interim Results.

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

Hong Kong, 29 October 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.