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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)**

**VOLUNTARY ANNOUNCEMENT  
LOI IN RELATION TO A SUBSCRIPTION OF SHARES  
IN A TECHNOLOGY COMPANY**

The Board is pleased to announce that on 5 November 2019 (after trading hours), Hong Kong Macau Technology Holdings Limited (“**HMT**”), a wholly-owned subsidiary of the Company, and Hulian Zhihui (Guangzhou) Technology Company Limited (“**HLZH**”), entered into the LOI that HMT may subscribe shares of the HLZH, subject to the satisfaction of due diligence results of the Company.

**THE LOI**

Set out below are the details of the LOI:-

Date : 5 November 2019

Parties:

- (i) HMT;
- (ii) Mr. Zhou, the controlling shareholder of HLZH; and
- (iii) HLZH.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, HLZH and its respective ultimate beneficial owners are Independent Third Parties and not connected persons of the Company (as defined in the Listing Rules).

HMT will conduct due diligence procedures before entering into a formal agreement. If the Directors are satisfied with the due diligence result, HMT will enter into a formal agreement to subscribe the shares of HLZH. The percentage of shares to be subscribed in HLZH is in negotiation and subject to the due diligence result.

## INFORMATION ABOUT HLZH

“**HLZH**” is an integrated service operator that provides planning and infrastructure solutions in “**5G smart lampposts**”.

In July 2019, “**HLZH**” entered into a tripartite strategic cooperation agreement with 騰訊雲計算機（北京）有限公司 (“**Tencent Cloud**”) and 中國鐵塔股份有限公司廣州市分公司 (“**China Tower**”), in order to jointly promote the collaboration of “**5G smart lampposts digitalization**” project in the PRC. The seven domains of focus of the project include network service, security, big data and cloud computing, financial payment innovation, information construction, artificial intelligence application and brand building.

Together with (i) **Tencent Cloud**’s own technical resources and advantages in network services, big data, cloud computing, security, content services and financial payment; and (ii) **China Tower**’s relevant industrial base and platform data resources; and (iii) **HLZH**’s overall solution capability and technical strength in the hardware field, the collaboration with Tencent Cloud and China Tower will jointly promote the development of “smart lampposts” in various venues such as campuses, scenic areas and transportation hubs, providing value-added service experience that is innovative, entertaining and socialised.

“**5G smart lampposts**”, act as the connecting fulcrum of smart cities, are a key part in building the necessary infrastructure. The three parties, each exert their own advantages, work together to create a “smart lampposts” application in the PRC’s “5G” era.

## REASONS FOR ENTERING INTO THE LOI

With “5G” network operations commenced in the PRC since 1 November 2019, as well as the 130,000 “5G” base stations connecting cities such as Beijing, Shanghai, Guangzhou and Hangzhou by the end of 2019, the idea of “smart lampposts” has become the doorway to the trillion-RMB smart city market. According to the “Global Smart City 2017” report released by IDC, LED street lamp replacements in the PRC will exceed 30 million units by the end of 2019 and related investments have reached RMB100 billion. The market demand for “**5G smart lampposts**” is expected to exceed hundreds of billions of RMB within the next few years.

The principal activity of the Company is investment holding. The Group is principally engaged in (i) the investment and operation in energy and natural resources related projects; (ii) the provision of loan financing and management consultation services in the PRC. The Company has been actively looking for opportunities. The Directors consider that, based on the strategic cooperation among “**HLZH**”, with “**Tencent Cloud**” and “**China Tower**” on developing “**5G smart lampposts digitalisation**” in the PRC, the subscription of shares in “**HLZH**” is beneficial for the Company and with this, enters the vast market of “**5G smart lampposts**” and its related business in the PRC, which aligns with the collective interests of the Company and its shareholders.

## DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“China Tower”	China Tower Company Limited, Guangzhou Branch (中國鐵塔股份有限公司廣州市分公司), a province-level branch of China Tower
“Company”	Sino Prosper (Group) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“connected persons”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HLZH”	Hulian Zhihui (Guangzhou) Technology Company Limited (互聯智慧(廣州)科技有限公司), a company incorporated in the PRC with limited liability
“HMT”	Hong Kong Macau Technology Holding Limited, a wholly-owned subsidiary of the Company
“Independent Third Party(ies)”	party(ies) who is (are) not connected person(s) of the Group and is (are) third party(ies) independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LOI”	the letter of intent dated 5 November 2019 made between HMT and HLZH
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tencent Cloud”	Tencent Cloud Computer (Beijing) Company Limited (騰訊雲計算機(北京)有限公司), a whole-owned subsidiary of Shenzhen Tencent Computer Systems Company Limited

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

Hong Kong, 5 November 2019

*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.*