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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)

**DISCLOSEABLE TRANSACTION**  
**THE ACQUISITION OF THE REGISTERED CAPITAL OF**  
**THE BEVERAGE COMPANY**

Reference is made to the voluntary announcement issued by the Company dated 25 September 2019 in respect of the MOU in relation to subscribing in the controlling interest of the Beverage Company (the “**Announcement**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that on 19 December 2019 (after trading hours), Great Leading Investment Limited (“**Great Leading**”), a wholly-owned subsidiary of the Company, and Mr. Li Yaoyi\* (李耀益), Mr. Pan Youliang\* (潘友良), and Ms. Zheng Ziumin\* (鄭秀敏) (the “**Vendors**”), entered into the acquisition agreement (the “**Acquisition Agreement**”), pursuant to which Great Leading agreed to purchase, and the Vendors agreed to sell, 60% of the registered capital of the Beverage Company at a consideration of RMB1 (the “**Acquisition**”).

The principal terms of the Acquisition Agreement are set out below:

**Date:** 19 December 2019

**Parties:**

- (i) Great Leading; and
- (ii) the Vendors.

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

Great Leading agreed to purchase, and the Vendors agreed to sell, 60% of the registered capital of the Beverage Company at a consideration of RMB1.

The Beverage Company has a registered capital of RMB8,000,000. Before completion, the Vendors contributed RMB1,000,000 by cash, representing approximately 12.5% of the registered capital of the Beverage Company.

Pursuant to the Acquisition Agreement, Great Leading was obligated to contribute RMB1,880,000 by cash, representing approximately 23.5% of the registered capital of the Beverage Company, within three months from the date of the Acquisition Agreement.

Upon completion, the Beverage Company is owned as to 60% by Great Leading and as to 40% by the Vendors. Pursuant to the Acquisition Agreement, Great Leading and the Vendors are required to fully subscribe the registered capital of the Beverage Company by cash.

Set out below is the breakdown of (i) the registered capital; (ii) equity interest of the Beverage Company; (iii) the amount contributed; and (iv) amount to be contributed by each of the parties to the Acquisition Agreement as at the date of this announcement:

<b>Party</b>	<b>Registered capital owned RMB'000</b>	<b>Equity interest owned %</b>	<b>Amount contributed RMB'000</b>	<b>Percentage of the capital contributed over registered capital %</b>	<b>Amount to be contributed RMB'000</b>	<b>Percentage of the capital to be contributed over registered capital %</b>
Great Leading	4,800	60.0	1,880	23.5	2,920	36.5
Mr. Li Yaoyi	2,464	30.8	770	9.6	1,694	21.2
Mr. Pan Youliang	640	8.0	200	2.5	440	5.5
Ms. Zheng Ziumin	96	1.2	30	0.4	66	0.8
<b>Total</b>	<b>8,000</b>	<b>100.0</b>	<b>2,880</b>	<b>36.0</b>	<b>5,120</b>	<b>64.0</b>

## INFORMATION ABOUT THE BEVERAGE COMPANY

The Beverage Company is mainly engaged in the import and distribution of food and beverage. The Beverage Company has obtained from Royal Plus Co. Ltd., a company in Thailand, the exclusive distributorship in the PRC for Coco Coff, a coconut coffee beverage it produces, for a term of 20 years. The Beverage Company has registered the trademark “Coco Coff”\* (泰酷啡) for that product in the PRC.

The Beverage Company has won the tender and entered into a procurement contract with Petro China Kunlun Hospitality Co., Ltd.\* (中石油昆仑好客有限公司) to sell the “Coco Coff” coconut coffee beverage in its nationwide network. “Kunlun Hospitality (昆仑好客)” is the name of a convenient store at the gas stations of Petro China and it has over 20,000 convenient stores at gas stations all over the country. “Coco Coff” is currently the only saleable bottled coconut coffee beverage in the PRC market

As at the date of this announcement, the Beverage Company has entered into distribution agreement with different companies to place its products in, among others, Carrefour, Yaohan, Aeon stores. Its products could also be purchased in 7-Eleven conveniences stores, Lawson conveniences stores, convenient stores at the gas stations of Petro China.

Set out below are the summary of audited financial information of the Beverage Company for the ten months ended 31 October 2019 and for the year ended 31 December 2018:

	<b>For the ten months ended 31 October 2019</b>	<b>For the year ended 31 December 2018</b>
	<i>RMB'000</i>	<i>RMB'000</i>
	(audited)	(audited)
Revenue	3,894	7,707
Net (loss)/profit before taxation	(628)	108
Net (loss)/profit after taxation	(629)	97

As at 31 October 2019, the audited net asset of the Beverage Company was approximately RMB536,000.

## REASONS FOR ENTERING INTO THE ACQUISITION AGREEMENT

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 and services; and (ii) the provision of loan financing and investment and management consultation services in the PRC.

The Company has been actively looking for opportunities and cooperating with various companies worldwide that have promising outlooks and prospects as the coffee market in the PRC is growing rapidly. According to the statistics of the International Coffee Organization, the coffee consumption in the PRC is growing at a speed of 15% year by year. It is expected that in 2020, the sales volume of the coffee market in the PRC will reach RMB300 billion. The Directors are of view that subscribing in the shares of the Beverage Company can allow the Company to participate in and enter into the massive coffee beverage market in the PRC and is hence in the interest of the Company and its shareholders as a whole.

As the Company has completed its due diligences on the Beverage Company and the result is satisfactory, the Company hence nominated Great Leading to enter into the Acquisition Agreement with the Vendors. The terms of the Acquisition Agreement were arrived at after arm's length negotiations among the parties to the Acquisition Agreement. Upon completion of the Acquisition, the Beverage Company shall become an indirect non-wholly-owned subsidiary of the Company.

## **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under Rule 14.33 of the Listing Rules.

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

Hong Kong, 19 December 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.*

\* *For identification purposes only.*