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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
PROVISION OF LOAN TO INDEPENDENT THIRD PARTY**

The Board is pleased to announce that on 10 March 2020, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower.

THE LOAN AGREEMENT

The principal terms of the Loan Agreement are set out as below:

Lender: Jilin Ruixin Microfinance Co., Ltd. (吉林省瑞信小額貸款有限公司)

Borrower: Wang Yachao

Date: 10 March 2020

Loan amount: RMB7,500,000 (equivalent to approximately HK\$8,426,966)

Interest rate: 6.0% per annum on the loan amount as set out in the Loan Agreement

Maturity date: 9 March 2021

Guarantee: guaranteed by a guarantee company

The lending of the loan as set out in the Loan Agreement will be funded by internal resources of the Group.

INFORMATION OF THE GROUP, THE LENDER AND THE BORROWER

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 Lender is an indirect wholly-owned subsidiary of the Company and was established in the PRC. The Lender is principally engaged in the provision of loan financing and investment in the PRC.

The Borrower is an individual who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is an Independent Third Party not connected with the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE LOAN

The provision of the loan as set out in the Loan Agreement is a transaction carried out as part of the ordinary and usual course of business of the Group and is expected to generate an aggregate interest income of RMB450,000 (equivalent to approximately HK\$505,618) for the Group.

The terms of the Loan Agreement (including the interest rate) were arrived at by the parties thereto after arm's length negotiations. The Directors consider that the terms of the Loan Agreement are normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the amount of the Loan Agreement with the Borrower is more than 5% but less than 25%, the entering into the Loan Agreement by the Group and the Borrower constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Borrower”	Wang Yachao, an individual who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is an Independent Third Party not connected with the Company and its connected persons

“Company”	Sino Prosper (Group) Holdings Limited (中盈(集團)控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Party(ies)”	Third party(ies) who is (are) not connected person(s) of the Company and its subsidiaries and is (are) third party(ies) independent of the Company and connected persons of the Company
“Lender”	Jilin Ruixin Microfinance Co., Ltd. (吉林市瑞信小額貸款有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement entered into between the Lender and the Borrower
“PRC”	The People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 10 March 2020

Unless otherwise specified, translation of RMB into HK\$ in this announcement is based on the exchange of RMB0.89:HK\$1.00.

** For identification purpose only.*

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.