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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 INCREASE IN SHAREHOLDING BY THE CHAIRMAN AND SUBSTANTIAL SHAREHOLDER

This announcement is made by Sino Prosper (Group) Holdings Limited (the “**Company**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Mr. Leung Ngai Man (“**Mr. Leung**”), the chairman of the Board and an executive Director, has converted 470,000,000 convertible preference shares of the Company (the “**Convertible Preference Share(s)**”) on 14 September 2020 into 470,000,000 ordinary shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) at the conversion price of HK\$ 0.10 per Convertible Preference Share in accordance with the terms and conditions of the Convertible Preference Shares (the “**Conversion**”).

Immediately following the Conversion and as at the date of this announcement, Mr. Leung holds 610,621,002 Shares and 431,650,000 Convertible Preference Shares issued by the Company to Mr. Leung on 2 May 2018 convertible into 431,650,000 Shares upon exercise in full of the conversion rights attaching thereto, representing approximately 29.30% and 20.71% of the total issued share capital of the Company.

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

Hong Kong, 17 September 2020

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.