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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
STRATEGIC COOPERATION INTENTION AGREEMENT**

The Board is pleased to announce that on 2 June 2021, and the Company received the executed copy of the Strategic Cooperation Intention Agreement on 7 June 2021, (i) HMT; (ii) Shenzhen Tengshe; and (iii) BAce Fund LP, entered into the Strategic Cooperation Intention Agreement in relation to the cooperation between the Parties for the development in financial technology and third party payment business in Vietnam.

THE STRATEGIC COOPERATION INTENTION AGREEMENT

Set out below are the details of the Strategic Cooperation Intention Agreement.

Date : 2 June 2021

Parties:

- (i) Hong Kong Macau Technology Holding Limited, a wholly owned subsidiary of the Company;
- (ii) 深圳騰蛇網路科技有限公司 (Shenzhen Tengshe Network Technology Company Limited*), a company established in the PRC; and
- (iii) BAce Fund LP, an Internet investment fund established by Ant Group (one of the controlling shareholders is Alibaba Group Holdings Co., Ltd.) and an internationally renowned investment institution.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Shenzhen Tengshe, BAce Fund LP and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

The Strategic Cooperation Intention Agreement is not and shall not constitute any agreement. In relation to any specific cooperation projects, the parties to the Strategic Cooperation Intention Agreement shall enter into a formal cooperation agreement based on cooperation needs.

The cooperation

Pursuant to the Strategic Cooperation Intention Agreement, HMT is responsible for coordinating the commencement of financial technology with the Parties in Vietnam and the relationship between the Parties in the third-party payment project (including but not limited to the relevant business competent authorities in Vietnam) and business partners to ensure that all tasks can be carried out smoothly.

Shenzhen Tengshe agrees to provide technical support in relation to the third-party payment and fintech businesses carried out by HMT and its partners in Vietnam.

BACE Fund LP agrees to provide capital and technical input support for HMT and Shenzhen Tengshe to develop fintech, third-party payment and other businesses in Vietnam.

INFORMATION OF SHENZHEN TENGSHI

Shenzhen Tengshe, an Independent Third Party, has a strong fintech team with relevant development experience. It is an integrated Internet service provider engaging in research and development and operation of online platform. It also has strong operating experience and technical participation in the field of third-party payment.

INFORMATION OF BACE FUND LP

BACE Fund LP, an Independent Third Party, is an Internet investment fund established by Ant Group and an internationally renowned investment institution. is a company dedicated to investing in early stage companies in emerging economies focusing on Southeast Asia while Ant Group Co. Ltd is an innovative technology provider that commits to bringing inclusive benefits to the world and owns and operates a world-renowned third-party payment platform – **Alipay**.

REASONS FOR ENTERING INTO THE STRATEGIC COOPERATION INTENTION AGREEMENT

In the past 20 years, Vietnam’s economic growth rate has exceeded 5%, making it one of the fastest and most stable emerging countries in terms of economic growth. According to the relevant report of PWC, Vietnam's mobile payment growth rate is among the forefront of emerging market economies. Backbase, a digital banking company, predicts that by 2025, the scale of mobile payments in Vietnam is expected to grow by 400%. Due to the huge market of financial technology and related industries in Vietnam, the Directors are of the view that the entering into the Strategic Cooperation Intention Agreement allows the Company to participate into the financial technical business, including third party payment business, through cooperation in technical and capital field with Shenzhen Tengshe and BACE Fund LP and therefore it is in the interest of the Company and its shareholders as a whole.

DEFINITIONS

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

“BAce Fund LP”	BAce Fund LP, a fund established in the Cayman Islands which are beneficially owned as to 50% by BAce Holding Ltd. and 50% by Ant Group Co., Ltd.
“Board”	the board of Directors
“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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HMT”	Hong Kong Macau Technology Holding Limited, a wholly owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	HMT, Shenzhen Tengshe and BAce Fund LP
“PRC”	the People’s Republic of China
“Shenzhen Tengshe”	深圳騰蛇網路科技有限公司 (Shenzhen Tengshe Network Technology Company Limited*)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Intention Agreement”	the strategic cooperation intention agreement dated 2 June 2021 entered into between HMT, Shenzhen Tengshe and BAce Fund LP
“Vietnam”	the Socialist Republic of Vietnam

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

Hong Kong, 7 June 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.

**For identification purpose only*