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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
RELATING TO
MEMORANDUM OF UNDERSTANDING**

The Board announces that on 15 December 2022 (after trading hours), Hong Kong Macau Technology, a wholly-owned subsidiary of the Company, and Easy Growth Logtech entered into the MOU, pursuant to which Hong Kong Macau Technology may cooperate with Easy Growth Logtech to implement smart express lockers and smart TV network operation projects in Vietnam.

THE MOU

Set out below are the details of the MOU:

Date: 15 December 2022

Parties: (A) Hong Kong Macau Technology; and

(B) Easy Growth Logtech

According to the information provided by Easy Growth Logtech, Easy Growth Logtech entered into a memorandum of understanding with Viettel Post, a wholly-owned subsidiary of Viettel Group. According to the memorandum of understanding, Easy Growth Logtech will implement smart express lockers network development operation project in the Vietnamese market, and Viettel Post allows Easy Growth Logtech to deploy smart express lockers and smart TV systems in its stores and post offices. Easy Growth Logtech is responsible for the above equipment investment and technology development. Viettel Post is the only logistics and distribution service provider for this project, and provides services to Easy Growth Logtech at preferential prices. Hong Kong Macau Technology will also purchase equipment and provide technical support for Easy Growth Logtech to develop the project. Hong Kong Macau Technology will charge Easy Growth Logtech the relevant fees, which will be determined separately by both parties.

Viettel Post is wholly-owned by Viettel Group. Viettel Group is a state-owned enterprise and the largest telecommunications company in Vietnam with more than 60 million mobile phone customers. Viettel Post is one of the largest postal and logistics companies in Vietnam, with more than 2,000 stores covering all regions of Vietnam and 8,300 collection points across the country.

The MOU serves as a consensus statement on the recognition of the Possible Transaction by both parties, but should not be regarded as the basis for any legal responsibility of the parties. For specific cooperation projects, both parties shall enter into a formal cooperation agreement in accordance with the cooperation. In case of any conflict between the MOU and the Formal Cooperation Agreement, the Formal Cooperation Agreement shall prevail.

Hong Kong Macau Technology shall conduct due diligence procedures before entering into the Formal Cooperation Agreement. If the Directors are satisfied with the due diligence result, Hong Kong Macau Technology will enter into the Formal Cooperation Agreement with Easy Growth Logtech to implement commercial logistics and related technology research and development projects in the Vietnamese market, and provide smart express lockers procurement services and related technology development to Easy Growth Logtech. The cooperation projects and the services to be provided is still under negotiation and is subject to due diligence results. If the projects progress smoothly, Hong Kong Macau Technology will also consider investing in Easy Growth Logtech.

INFORMATION ABOUT EASY GROWTH LOGTECH

Easy Growth Logtech is a company incorporated in Vietnam and is indirectly, non-wholly and beneficially owned by a Singapore company, which is wholly-owned by Mr. Leung Nga Man.

Mr. Leung Ngai Man is the Chairman of the Board, an executive Director and substantial shareholder (as defined under the Listing Rules) of the Company and Easy Growth Logtech is therefore a connected person of the Company. Accordingly, the Possible Transaction, if materialises, will constitute a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. Mr. Leung Ngai Man has a material interest in the Possible Transaction, if materialises, and abstain from voting on the relevant resolutions in the Board meeting for approving the Possible Transaction, if materialises.

REASONS FOR ENTERING INTO THE MOU

The principal activity of the Company is investment holding. The Group is principally engaged in (i) the investment in energy and natural resources (including precious metals) related projects; (ii) the provision of loan financing and investment and management consultation services in the PRC; and (iii) import, distribution and sales of food and beverage products.

“MOU”	the memorandum of understanding dated 15 December 2022 entered into between Hong Kong Macau Technology and Easy Growth Logtech
“Possible Transaction”	Hong Kong Macau Technology and Easy Growth Logtech may cooperate to implement commercial logistics and related technology research and development projects in the Vietnamese market, and provide smart express lockers procurement services and related technology development
“PRC”	the People’s Republic of China
“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, 15 December 2022

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.