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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)

LISTING COMMITTEE'S DECISION

The announcement is made by Sino Prosper (Group) Holdings Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) pursuant to Rules 13.09(2)(a) and 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 30 June 2021, 31 August 2021, 30 September 2021, 29 October 2021, 31 December 2021, 31 March 2022, 30 June 2022, 30 September 2022 and 10 January 2023 (the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

LISTING COMMITTEE'S DECISION

The meeting of the Listing Committee was held on 2 February 2023. On 3 February 2023, the Stock Exchange has notified the Company that the Listing Committee decided the listing of the Company's shares (the “**Shares**”) on the Stock Exchange should be cancelled (the “**Decision**”).

RIGHT OF REVIEW AND POTENTIAL REVIEW REQUEST OF THE LISTING COMMITTEE

Under Chapter 2B of the Listing Rules, the Company has the right to have the Decision referred to the Listing Review Committee of the Stock Exchange (the “**Listing Review Committee**”) for review within seven business days of the issue of the delisting decision (i.e. on or before 14 February 2023) (the “**LRC Review**”). It is indicated in the letter from the Listing Committee that, if the Company decides not to request to have the LRC Review, the last day of the listing of the Shares will be on 17 February 2023 and the listing of the Shares will be cancelled with effect from 9:00 a.m. on 20 February 2023.

The Company is in the process of reviewing the Decision and is discussing the same internally and with its professional advisers, and will consider whether to lodge a request for LRC Review. The Directors would like to remind the Shareholders and potential investors of the Company that (i) the Company may or may not proceed with the review by the Listing Review Committee; and (ii) the outcome of such review, if undertaken, is uncertain. Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules.

CONSEQUENCES TO THE SHAREHOLDERS

All shareholders of the Company (the “**Shareholders**”) and investors should note that after 17 February 2023, being the last day of listing of the Shares on the Stock Exchange, whilst the share certificates of the Shares shall remain valid, the Shares will not be listed on, and will not be tradeable on, the Stock Exchange. Thereafter, the Company will no longer be subject to the Listing Rules.

Shareholders who have any queries about the implications of the cancellation of the Company’s listing on the Stock Exchange are advised to obtain appropriate professional advice.

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

Hong Kong, 3 February 2023

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.