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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)

SIGNING OF THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Sino Prosper (Group) Holdings Limited (the “**Company**” and its subsidiaries, collectively referred to as the “**Group**”) under Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

I. OVERVIEW OF THE AGREEMENT

The Board is pleased to announce that Sino Prosper State Gold HK Limited, a wholly-owned subsidiary of the Company signed a strategic cooperation framework agreement (the “**Agreement**”) with Shenzhen Qianhai China Railway Asset Management Co., Ltd (深圳前海中鐵資產管理有限公司) (the “**Qianhai China Railway Asset Management**”) on 21 December 2016 (after trading hours). Under the Agreement, both parties intend to jointly develop their financial services business and forge a comprehensive strategic partnership based on their relevant strategic resources, so as to achieve benefits from complementary advantages and powerful alliances.

II. BASIC INFORMATION ABOUT THE OTHER PARTY TO THE AGREEMENT

Qianhai China Railway Asset Management is principally engaged in the provision of equity investment and fund management; assets management; investment in industrial projects; investment management; investment consulting and other consulting services. As at the date of this announcement, one shareholder of Qianhai China Railway Asset Management is China Railway Trust Co., Ltd. (中鐵信託有限責任公司) (the “**China Railway Trust**”).

China Railway Trust is a state-owned enterprise in the PRC, which is principally engaged in the fund trust, property trust, real estate trust, securities trust, and investment fund business as investment fund or fund management company founder and entrusted with the securities underwriting business approved by the relevant departments of the Chinese State Council. China

Railway Trust is a subsidiary of China Railway Group Limited (中國中鐵股份有限公司) (the “China Railway”), which is a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 390) and the Shanghai Stock Exchange (stock code: 601390), respectively.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Qianhai China Railway Asset Management and its shareholders are third parties independent of the Company and its connected persons.

III. MAJOR TERMS OF THE AGREEMENT

(I) General Purposes of the Cooperation

Both parties intend to give full play to the Group’s competitive strength in financing and investment services, as well as Qianhai China Railway Asset Management’s extensive experience in investment, fund and asset management services; consolidate both parties’ advantages in the market in terms of brand image, customer base, resources and social influence; further explore cooperation opportunities under “One Belt, One Road” national policy implemented by the PRC government and establish a long, comprehensive and close strategic partnership with each other in financial services and other fields.

(II) Scope of the Cooperation

Upholding mutual trust and win-win cooperation, and leveraging on their respective advantages in the industries, both parties will carry out strategic cooperation in the financial services fields and asset management projects on the basis of mutual benefit and market mechanism.

(III) Forms of the Cooperation

1. Equity-based cooperation: both parties will discuss and determine their cooperation and equity investment model, the Company may negotiate a possible share subscription by Qianhai China Railway Asset Management for new shares in the capital of the Company. The exact structure and amounts of the equity-based cooperation will be negotiated and agreed between both parties and set out in the definitive agreement.
2. Business cooperation: both parties will actively explore forms and scope of business cooperation in respect of financial services, in particular asset management services and financial services projects, and may establish a joint venture based on characteristics and needs of specific projects or negotiate acquisition of China Railway group projects introduced by Qianhai China Railway Asset Management.

IV. IMPACT ON THE COMPANY

An in-depth strategic cooperation between the Group, a leading company in energy and natural resources related investment, financing, and management consultation services, and Qianhai China Railway Asset Management is conducive to putting the Group's existing resources into a good use, optimising the assets and investment structure and creating new areas of business and profits. Meanwhile, it will do good for the sustainable development of the existing business and results improvements of the Group by bringing the Group's capacity for asset management and financial related services and providing relevant services through the entire industrial chain in line with the needs and development of Qianhai China Railway Asset Management. In addition, it also benefited the Group to further explore cooperation opportunities under "One Belt, One Road" national policy implemented by the PRC government.

V. OTHERS

The Agreement was entered into to reflect the interest of both parties in cooperation, serving as the foundation for their further cooperation. Where there is any concrete progress made in the cooperation matters, the Company will, in accordance with requirements of relevant laws and regulations, conduct the corresponding examination process and perform its information disclosure obligations.

Shareholders and investors of the Company should note that the transactions contemplated under the Agreement remain subject to the entering into of definitive agreements and may or may not materialise as described or at all. In the event any definitive agreement is entered into, further announcement(s) will be made if and when required or as appropriate in compliance with the Listing Rules. Shareholders and investors of the Company should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 21 December 2016

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 Ms. Xuan Hong, Mr. Cai Wei Lun and Mr. Zhang Qingkui.