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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the shareholders of the Company and potential investors that the Group's loss for the year ended 31 March 2017 may increase significantly as compared to the loss for the year ended 31 March 2016.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sino Prosper (Group) Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to 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 under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform shareholders of the Company and potential investors that the Group's loss for the financial year ended 31 March 2017 (“**FY2017**”) may increase significantly as compared to the loss for the year ended 31 March 2016. Based on the information currently available, the Board considers that the increase in the Group's loss for FY2017 is mainly attributable to (i) the impairment loss expected to be recognised for FY2017 in respect of the Group's exploration and evaluation assets; and (ii) the impairment loss of goodwill with respect to the Group's loan financing activities. Based on the information currently available, it is estimated that the impairment loss with respect to the Group's exploration and evaluation assets will amount to approximately HK\$395 million and the impairment loss of goodwill with respect to the Group's loan financing activities will amount to approximately HK\$338 million. The Board wishes to point out that the expected impairment losses are of non-cash nature.

The Company is still in the process of finalising the Group's annual results for FY2017. The information contained in this announcement is based on the Company's preliminary assessment of the unaudited management accounts of the Group only. Such accounts are under the review by the Company's auditors and may be subject to adjustments. Further details of the Group's performance will be disclosed in the annual results announcement of the Company for FY2017, which is expected to be published by the end of June 2017.

Shareholders and potential investors are advised to 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, 19 June 2017

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.