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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)

INSIDE INFORMATION
LETTER OF INTENT RELATING TO THE POSSIBLE DISPOSAL

The Board is pleased to announce that after trading hours of the Stock Exchange on 1 September 2017, the Group entered into the Letter of Intent with the Potential Investor in relation to the Possible Disposal. Pursuant to the Letter of Intent, the total consideration and the payment method of the Possible Disposal are subject to further negotiation between the parties after the completion of the updated reserve report of the Mine.

The Possible Disposal is subject to, among others, the execution of the Formal Agreement and any conditions precedent therein. Therefore, the Possible Disposal may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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The Group and the Potential Investor will procure to enter into the Formal Agreement on or before the Long Stop Date.

INFORMATION OF THE GROUP

The Group is principally engaged in (i) provision of loan financing and investment and management consultation services; (ii) provision of advising on securities and securities dealing and brokerage services; and (iii) investment in energy and natural resources (including precious metals) related projects.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in the PRC and is principally engaged in exploration and mining of gold. The current business scope includes gold mine exploitation, selection of gold and sale of mineral products, which are permitted by the State Affairs of the PRC. The principal asset of the Target Company is the mining right permit of the Mine with validity up to 6 May 2018.

As at the date of this announcement, the Company indirectly holds 70% of the entire equity interest of the Target Company.

INFORMATION ON THE POTENTIAL INVESTOR

The Potential Investor is a company incorporated in the PRC with limited liability and the principal activities of which include the import and export of ore products, manufacturing materials and chemicals.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Potential Investor and its respective ultimate beneficial owner(s) are Independent Third Parties.

POSSIBLE DISPOSAL

As at the date of this announcement, other than the Letter of Intent, no other agreements with respect to the Possible Disposal have been entered into between the Group and the Potential Investor. If the parties fail to enter into the Formal Agreement on or before the Long Stop Date, the Letter of Intent shall terminate and no parties can claim damages or specific performance against the other party. The Letter of Intent is non-legally binding save for the provision in relation to the Long Stop Date and some general provisions including the governing law and confidentiality obligations of the parties.

Pursuant to the Letter of Intent, the Group has to engage a competent person to provide an updated reserve report on the quality and quantity of the reserve of the Mine. In particular, the updated reserve report would present the estimation of the reserve of the Mine in terms of category 122B, 331 and/or 332 under the New Chinese Resource/Reserve Categories. The total consideration of the Possible Disposal would be determined based on the result of the updated reserve report.

In the event the Formal Agreement constitutes a notifiable transaction for the Group under Chapter 14 of the Listing Rules, the Group will fully comply with the relevant requirements set out in the Listing Rules.

The Possible Disposal is subject to, among others, the execution of the Formal Agreement and any conditions precedent therein. Therefore, the Possible Disposal may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Sino Prosper (Group) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Formal Agreement”	the formal legal binding agreement to be entered into between the Company and the Potential Investor in relation to the Possible Disposal
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third parties independent of the Group and its connected persons in accordance with the Listing Rules
“Letter of Intent”	a non-legally binding letter of intent dated 1 September 2017 entered into between the Company and the Potential Investor in relation to the Possible Disposal
“Listing Rules”	the Rules governing the listing of securities on the Stock Exchange
“Long Stop Date”	1 September 2018
“Mine”	the Dongduimianguou gold mine, which is located in Aohanqi of Inner Mongolia Autonomous Region, the PRC, and is undergoing a period of small-scale operation and routine maintenance
“Potential Disposal”	the proposed disposal of part/all of the interest in the Target Company held by the Company to the Potential Investor
“Potential Investor”	a company incorporated in the PRC with limited liability, the principal activities of which include the import and export of ore products, manufacturing materials and chemicals
“PRC”	the People’s Republic of China

“Share(s)”	ordinary share(s) of HK\$0.01 each of the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Aohanqi Xinrui En Industry Co., Ltd. (敖漢旗鑫瑞恩礦業有限責任公司), a limited liability company established in the PRC and 70% of the issued shares of which are indirectly owned by the Company
“%”	per cent

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

1 September 2017, Hong Kong

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.