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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF CHAIRMAN OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that:-

- (1) Ms. Xuan Hong resigned as independent non-executive Director as she would like to spend more time pursuing her own business and ceased to be the chairman of each of the Audit Committee and the Remuneration Committee; and
- (2) Mr. Miao Yanan was appointed as an independent non-executive Director and the chairman of each of the Audit Committee and the Remuneration Committee,

all with effect from 19 March 2018.

The board (the “**Board**”) of Directors (the “**Directors**”) of Sino Prosper (Group) Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that Ms. Xuan Hong (“**Ms. Xuan**”) resigned as independent non-executive Director with effect from 19 March 2018 as she would like to spend more time pursuing her own business and ceased to be the chairman of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company.

Ms. Xuan confirmed that she has no disagreement with the Board or the Company and there is no other matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board also announces that Mr. Miao Yanan (“**Mr. Miao**”) was appointed as an independent non-executive Director and the chairman of each of the Audit Committee and the Remuneration Committee with effect from 19 March 2018.

The biographical details of Mr. Miao are as follows:

Mr. Miao, aged 55, graduated from Dalian Maritime University with a Master's degree of Business Administration in July 1996. He is a certified public accountant of The Chinese Institute of Certified Public Accountants. He is a certified tax agent certified by the Ministry of Personnel and State Administration of Taxation of The People's Republic of China. He is also a member of Dalian Certified Tax Agents Association*(大連註冊稅務師協會). Mr. Miao worked in government agencies and several certified public accountants firms. Mr. Miao has over 20 years of experience in accounting, auditing and taxation.

Mr. Miao did not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company. As at the date of the announcement, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Mr. Miao has signed a letter of appointment issued by the Group on 19 March 2018 for a term of two years commencing from 19 March 2018. He will be subject to re-election at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association of the Company. The emoluments of Mr. Miao will be reviewed and recommended by the Remuneration Committee with reference to his duties and responsibilities with the Company and the market benchmark and shall be approved by the Board.

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any other matter relating to the appointment of Mr. Miao needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Ms. Xuan for her valuable contribution during her tenure of office in the Company, and also welcome Mr. Miao for joining the Board.

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

Hong Kong, 19 March 2018

**for identification purpose only*

As at the date of this announcement, the executive Directors are Mr. Leung Ngai Man and Ms. Wong Li Fong; and the independent non-executive Directors are Mr. Miao Yanan, Mr. Cai Wei Lun and Mr. Zhang Qingkui.