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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
TERMINATION OF LETTER OF INTENT
RELATING TO THE POSSIBLE DISPOSAL**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and 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 Company's announcement dated 1 September 2017 regarding the entering into the non-legally binding Letter of Intent in relation to the Possible Disposal between the Group and the Potential Investor and the Company's announcement dated 31 August 2018 regarding the extension of time limit for entering into the Formal Agreement (the "Announcements"). Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meaning as those used in the Announcements.

As disclosed in the Announcements, on 31 August 2018, the Group and the Potential Investor have agreed in writing to extend the time limit for entering into the Formal Agreement in respect of the Possible Disposal to 31 August 2020.

The Board announces that on 31 December 2018 (after trading hours), the Potential Investor and the Group have negotiated and entered into a termination agreement to terminate the Letter of Intent (the "Termination Agreement"). Pursuant to the Termination Agreement, the Letter of Intent shall be terminated and cease to have effect and the Group and the Potential Investor shall release and discharge the other from all past, present and future obligations and liabilities under the Letter of Intent absolutely.

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

Hong Kong, 31 December 2018

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