

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prosperity International Holdings (H.K.) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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PROSPERITY INTERNATIONAL HOLDINGS (H.K.) LIMITED

昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Stock Code: 803)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Prosperity International Holdings (H.K.) Limited to be held at Unit 621, L6, Core F, Cyberport 3, 100 Cyberport Road, Pok Fu Lam, Hong Kong on Friday, 16 October 2020 at 3:00 p.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Prosperity International Holdings (H.K.) Limited's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre 183 Queen's Road East Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* For identification purpose only

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to protect attendees from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attendees at the entrance of the venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into, or be requested to leave, the venue;
- (ii) all attendees are requested to wear surgical face mask prior to admission to the venue and being required to wear throughout the AGM, and to maintain a safe distance with other attendees where possible;
- (iii) any person who is subject to health quarantine order will be denied entry into, or be required to leave, the venue;
- (iv) to the extent permitted under applicable laws and regulations, any person who does not comply with the measures above will be denied entry into, or be required to leave, the venue;
- (v) no refreshments will be served, and there will be no corporate gifts; and
- (vi) each attendee being assigned a designated seat at the time of registration to ensure social distancing.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing and signing the form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the Chairman of the AGM as their proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM or any adjourned meeting in person. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Unit 621, L6, Core F, Cyberport 3, 100 Cyberport Road, Pok Fu Lam, Hong Kong on Friday, 16 October 2020 at 3:00 p.m., or where the context so admits, any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, modified or otherwise supplemented from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Prosperity International Holdings (H.K.) Limited (昌興國際控股(香港)有限公司*) (Stock code: 803), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares of up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	7 September 2020, being the latest practicable date prior to the printing of this circular for ascertaining the information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

* For identification purposes only

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Stock Code: 803)

Executive Directors:

Mr. WONG Ben Koon (*Chairman*)
Mr. XIE Qiangming (*Chief executive officer*)
Mr. NIE Qiaoming
Mr. MA Xin

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. ZHAO Gen
Mr. GUAN Guisen
Mr. YAN Xiaotian

*Head Office and principal place of
business in Hong Kong:*

Units 1405–1407,
Dominion Centre,
43–59 Queen's Road East,
Wan Chai, Hong Kong

14 September 2020

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM and information regarding resolutions to be proposed at the AGM relating to, inter alia:

- (a) the grant of the Issue Mandate and the Repurchase Mandate to the Directors;
- (b) the extension of the Issue Mandates; and

* for identification purpose only

LETTER FROM THE BOARD

(c) the re-election of Directors.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares of up to a maximum of 20% of the issued share capital of the Company as at the date of passing of such resolution. The Issue Mandate shall expire upon the earlier of (i) the conclusion of the next annual general meeting, (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Bye-laws or the Company's articles of association; or (iii) the date upon which such authority given under the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate are set out in Ordinary Resolution no. 5 in the AGM Notice.

In addition, two ordinary resolutions will also be proposed at the AGM to grant to the Directors a general mandate to repurchase Shares up to a maximum of 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution, and the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased pursuant to the Repurchase Mandate, if granted.

As at the Latest Practicable Date, a total of 1,343,649,151 Shares were in issue. Assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the date of passing the above mentioned resolutions in respect of the Issue Mandate and the Repurchase Mandate, the maximum number of Shares that may be issued pursuant to the Issue Mandate and that can be repurchased by the Company pursuant to the Repurchase Mandate will be 268,729,830 and 134,364,915 Shares respectively, representing 20% and 10%, respectively, of the Company's issued share capital as at the date of the AGM.

EXPLANATORY STATEMENT

An explanatory statement, as required under the Listing Rules to provide the requisite information to the Shareholders for considering the proposal to grant Directors on the Repurchase Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law no. 87 of the Bye-laws, Mr. Xie Qiangming, Mr. Nie Qiaoming and Mr. Zhao Gen, being the Directors who have been longest in office since their last re-election or appointment, will retire by rotation at the AGM, and, being eligible, will offer themselves for re-election.

Pursuant to Bye-law no. 86(2) of the Bye-laws, Mr. Yan Xiaotian appointed as independent non-executive Director by the Board during the year, will retire from his office at the AGM, and, being eligible, will offer himself for re-election.

LETTER FROM THE BOARD

The nomination committee of the Company (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Xie Qiangming, Mr. Nie Qiaoming, Mr. Zhao Gen and Mr. Yan Xiaotian to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Xie Qiangming and Mr. Zhao Gen who are Chairman and members of the Nomination Committee respectively, who abstained from voting at the committee meeting when his own nomination was being considered.

The Nomination Committee, has considered the background, skills, knowledge and experience of Mr. Xie Qiangming, Mr. Nie Qiaoming, Mr. Zhao Gen and Mr. Yan Xiaotian having regard to the policy for appointment/re-appointment of Directors and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity as set out in the Board diversity policy of the Company, their respective contributions to the Board and commitment to their roles. The Board considers that Mr. Xie Qiangming, Mr. Nie Qiaoming, Mr. Zhao Gen and Mr. Yan Xiaotian have extensive experience in different fields and professionals that are relevant to the Company’s business. In addition, their respective education, background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

The Nomination Committee has assessed the independence of all the independent non-executive Directors including Mr. Zhao Gen and Mr. Yan Xiaotian and has concluded that all of them are independent within the definition of the Listing Rules, and made recommendation to the Board for re-elections of Mr. Zhao Gen and Mr. Yan Xiaotian be proposed for Shareholder’s approval at the AGM.

At the AGM, ordinary resolution no. 2 set out in the notice of the AGM will be proposed pursuant to which, if passed, Mr. Xie Qiangming, Mr. Nie Qiaoming will be re-elected as executive Directors and Mr. Zhao Gen and Mr. Yan Xiaotian will be re-elected as independent non-executive Directors. The proposed re-election of Directors will be voted by separate resolutions.

Details of on the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the resolutions relating to, among other things, the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed, whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company’s branch share registrar and transfer office in Hong Kong, being Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, a poll shall be demanded for all resolutions put to vote at the AGM. An announcement will be made by the Company on the results of the poll and will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.pihl-hk.com accordingly.

RECOMMENDATIONS

The Board considers that the grant of the Repurchase Mandate, Issue Mandate, the extension of the Issue Mandate and the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favour of all the relevant resolutions at the AGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Prosperity International Holdings (H.K.) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
WONG Ben Koon
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,343,649,151 Shares. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,364,915 Shares, representing 10% of the issued share capital of the Company as at the date of the resolution granting the Repurchase Mandate.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2019		
July	0.246	0.156
August	0.216	0.185
September	0.192	0.166
October	0.175	0.150
November	0.163	0.113
December	0.131	0.105
2020		
January	0.110	0.062
February	0.160	0.062
March	0.088	0.053
April	0.079	0.055
May	0.068	0.041
June	0.045	0.035
July	0.082	0.038
August	0.073	0.055
September (up to the Latest Practicable Date)	0.072	0.063

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Repurchases must be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws, the Listing Rules and the applicable laws of Bermuda. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as this would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, their respective close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

CORE CONNECTED PERSONS

No core connected person of the Company has notified the Company of a present intention to sell Shares to the Company nor has any such person undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is granted.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolutions contained herein in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Wong Ben Koon ("**Mr. Wong**") and parties acting in concert with him together held 309,765,006 Shares, representing approximately 23.05% of the issued share capital of the Company. Mr. Xie Qiangming ("**Mr. Xie**") held 208,597,022 Shares, representing approximately 15.52% of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Mr. Wong and parties acting in concert with him and Mr. Xie and there is no other change to the issued share capital of the Company, the aggregate shareholdings of Mr. Wong and parties acting in concert with him in the Company will be increased to approximately 25.62% and shareholding of Mr. Xie will be increased to approximately 17.25%. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors have no present intention to repurchase Shares to such extent which will result in the amount of Shares being held by the public being reduced to less than 25% of the total issued share capital of the Company or such other minimum percentage as prescribed by the Listing Rules from time to time.

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months immediately prior to the Latest Practicable Date.

Mr. XIE Qiangming (“**Mr. Xie**”), aged 28, joined the Company as an executive Director on 4 July 2019 and appointed as member of remuneration committee (the “**Remuneration Committee**”) and Nomination Committee of the Company on 8 July 2019. Mr. Xie is a substantial shareholder (as defined under the Listing Rules) of the Company and holds a master degree of Finance from the PBC School of Finance at Tsinghua University.

Mr. Xie has extensive experience in corporate strategy formulation and execution, capital markets and investor relations. He worked for several well-known financial institutions such as ICBC International Holdings Limited and was responsible for providing professional services to its clients such as corporate strategy formulation and execution, merger and acquisition projects management, in charge of private placements and fundraising projects. He is currently working at a famous Hong Kong independent financial services group as a vice president and is responsible for assisting the president in operating the company’s capital market business, private equity investment business, developing and expanding the company’s investor relations and public relations platform in order to support the company’s strategies. Mr. Xie is an executive director of China Billion Resources Limited, a company listed on the Main Board of the Stock Exchange (stock code: 274).

Save as disclosed above, Mr. Xie does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Xie entered into a service agreement with the Company for a term of three years commencing on 4 July 2019. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws and is subject to termination by, inter alia, either party giving not less than one month’s written notice. Mr. Xie’s monthly salary is HK\$50,000, which is determined by the Remuneration Committee of the Company with reference to qualifications, experience, level of responsibilities undertaken and prevailing market conditions and is subject to annual review by the Remuneration Committee. Mr. Xie may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee of the Company having regard to Mr. Xie’s and the Company’s performance.

As at the Latest Practicable Date, Mr. Xie has a personal interest 208,597,022 Shares of the Company, within the meaning of Part XV of the SFO. Mr. Xie does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Xie that are required to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Nie Qiaoming (“**Mr. Nie**”), aged 38, joined the Company as an executive Director on 5 July 2019. Mr. Nie holds a bachelor degree in financial management and a master degree in accounting from the Southwestern University of Finance and Economics in the PRC. Mr. Nie has over ten years of experience in accounting and finance. He served as a financial director in Tong Chuang Jiu Ding Investment Management Group Co., Ltd from 2013 to 2017.

Mr. Nie entered into a service agreement with the Company for a term of three years commencing on 5 July 2019. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws and is subject to termination by, inter alia, either party giving not less than one month's written notice. Mr. Nie's monthly salary is HK\$35,000, which is determined by the Remuneration Committee of the Company with reference to qualifications, experience, level of responsibilities undertaken and prevailing market conditions and is subject to annual review by the Remuneration Committee. Mr. Nie may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee of the Company having regard to Mr. Nie's and the Company's performance.

Save as disclosed above, Mr. Nie does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Nie did not have any interest in Shares within the meaning of Part XV of the SFO. Mr. Nie does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Nie that are required to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zhao Gen (“**Mr. Zhao**”), aged 39, joined the Company as an independent non-executive Director on 5 July 2019 and appointed as chairman of Audit Committee (the “**Audit Committee**”) and Nomination Committee and member of Remuneration Committee on 8 July 2019. Mr. Zhao holds a Doctoral degree in financial management from the Southwestern University of Finance and Economics in the PRC. Mr. Zhao has over 9 years of experience in accounting and finance. Mr. Zhao worked in Chengdu Rural Commercial Bank with his last position as the assistant to general manager from 2010 to 2015. He also served as an assistant to general manager in JZ Securities Company Limited from 2015 to 2018. Mr. Zhao is currently the deputy general manager and financial director of Tong Chuang Jiu Ding Investment Management Group Co., Ltd.

Mr. Zhao entered into a service agreement with the Company for a term of three years commencing on 5 July 2019. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws and is subject to termination by, inter alia, either party giving not less than one month's written notice. Mr. Zhao's monthly salary is HK\$10,000, which is determined by the Remuneration Committee of the Company with reference to qualifications, experience, level of responsibilities undertaken and prevailing market conditions and is subject to annual review by the Remuneration Committee. Mr. Zhao may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee of the Company having regard to Mr. Zhao's and the Company's performance.

Save as disclosed above, Mr. Zhao does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhao did not have any interest in Shares within the meaning of Part XV of the SFO. Mr. Zhao does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Zhao that are required to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yan Xiaotian (“Mr. Yan”), aged 59, joined the Company as an independent non-executive Director and appointed as member of the Audit Committee on 28 October 2019. Mr. Yan has obtained a master degree in economics from Graduate School of the Financial Research Institute of the People’s Bank of China in the PRC in 1986 (which was then merged with Tsinghua University and known as PBC School of Finance, Tsinghua University since 2012) and is a senior economist. Mr. Yan has over 30 years of extensive experience in economic, financing and management. Mr. Yan served as the president of the head office of Bank of China Limited, the vice president of CITIC Bank Corporation Limited (formerly known as CITIC Industrial Bank Limited), Guangzhou branch, PRC, the general manager of CITIC Securities Co., Ltd. (Guangzhou), and a director and an executive president of South China International Leasing Co., Ltd. Mr. Yan is currently an executive director of China Youzan Limited (formerly known as China Innovationpay Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8083) and an independent non-executive director of China Billion Resources Limited, a company listed on the Main Board of the Stock Exchange (stock code: 274).

Save as disclosed above, Mr. Yan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Yan is appointed by way of a letter of appointment for a term of three years commencing from 28 October 2019. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws and is subject to termination by, inter alia, either party giving not less than one month’s written notice. Mr. Yan is entitled to a director’s remuneration of HK\$10,000 per month which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to, including but not limited to, his duties, responsibilities, performance and prevailing market conditions.

As at the Latest Practicable Date, Mr. Yan did not have any interest in Shares within the meaning of Part XV of the SFO. Mr. Yan does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Yan that are required to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



PROSPERITY INTERNATIONAL HOLDINGS (H.K.) LIMITED

昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Stock Code: 803)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Prosperity International Holdings (H.K.) Limited (the “**Company**”) will be held at Unit 621, L6, Core F, Cyberport 3, 100 Cyberport Road, Pok Fu Lam, Hong Kong on Friday, 16 October 2020 at 3:00 p.m. for the following purposes:

As ordinary business

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company (the “**Auditors**”) for the year ended 31 March 2020;
2.
 - (a) To re-elect Mr. Xie Qiangming as an executive Director;
 - (b) To re-elect Mr. Nie Qiaoming as an executive Director;
 - (c) To re-elect Mr. Zhao Gen as an independent non-executive Director;
 - (d) To re-elect Mr. Yan Xiaotian as an independent non-executive Director;
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. To re-appoint RSM Hong Kong as Auditors and to authorise the Board to fix their remuneration; and

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

As special business

ORDINARY RESOLUTIONS

5. To consider and if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”), shall not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases (the “**Recognised Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

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(iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions 5 and 6 set out in the notice convening the meeting of which this resolution forms part being passed, the aggregate number of Shares which may be repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the issued share capital of the Company as stated in resolution 6 set out in the notice convening the meeting of which this resolution forms part) shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors under the authority granted pursuant to resolution 5 set out in the notice convening the meeting of which this resolution forms part.”

By Order of the Board
Prosperity International Holdings (H.K.) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
Wong Ben Koon
Chairman

Hong Kong, 14 September 2020

The Directors as at the date of this notice are:

Executive Directors:

Mr. Wong Ben Koon (*Chairman*)
Mr. Xie Qiangming (*Chief Executive Officer*)
Mr. Nie Qiaoming
Mr. Ma Xin

Independent Non-Executive Directors:

Mr. Zhao Gen
Mr. Guan Guisen
Mr. Yan Xiaotian

Notes:

- (1) Any Shareholder entitled to attend and vote at the forthcoming annual general meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

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- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company or any adjournment thereof, the record date is fixed on Monday, 12 October 2020. Shareholders whose names appear on the register of members of the Company at the close of business on the record date will be entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 12 October 2020.
- (6) With respect to the resolution numbered 2 of this notice, Mr. Xie Qiangming, Mr. Nie Qiaoming, Mr. Zhao Gen and Mr. Yan Xiaotian shall retire and, being eligible, offer themselves for re-election. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 14 September 2020.