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PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 00310)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Prosperity Investment Holdings Limited (the “**Company**”) will be held at R3 & R4, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 11 December 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); (ii) compliance with section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below); (iii) compliance with the relevant procedures and requirements under the Rules Governing of the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below); and (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed or the fulfilment of the foregoing conditions (whichever is later):
 - (a) every ten (10) issued shares of the Company of par value of HK\$0.025 each (the “**Existing Share(s)**”) be consolidated into one (1) issued share of the Company of par value of HK\$0.25 (the “**Consolidated Share**”) (the “**Share Consolidation**”);

- (b) subject to and immediately upon the Share Consolidation taking effect, no fractional Consolidated Share shall be issued to the shareholders of the Company and fractional entitlements will be aggregated and, if possible, sold and the proceeds shall be retained for the benefit of the Company in such manner and on such terms as the Directors (as defined below) may think fit;
- (c) subject to and immediately upon the Share Consolidation taking effect, the par value of each of the then issued Consolidated Shares be reduced from HK\$0.25 to HK\$0.001 by a cancellation of HK\$0.249 of the paid-up capital on each of the then issued Consolidated Share so that each of the then issued Consolidated Share will be treated as one fully paid up share of par value HK\$0.001 each in the share capital of the Company (the “**New Share(s)**”), so that the issued share capital shall be reduced from HK\$30,283,005.00 by an amount of HK\$30,161,872.98 to an amount of HK\$121,132.02 (the “**Capital Reduction**”);
- (d) subject to and immediately upon the Capital Reduction taking effect, each authorised but unissued Existing Shares of HK\$0.025 each be sub-divided into twenty (25) New Shares of par value HK\$0.001 each (the “**Share Subdivision**”) so that immediately following the Share Consolidation, the Capital Reduction and the Share Subdivision (collectively, the “**Capital Reorganisation**”), the authorised share capital of the Company shall become HK\$100,000,000 divided into 100,000,000 New Shares;
- (e) the New Shares shall rank *pari passu* in all respects with each other and have such rights and subject to such restrictions as set out in the memorandum of association and bye-laws of the Company (the “**Bye-laws**”);
- (f) the directors of the Company (the “**Director(s)**”) be and are hereby authorised to credit the amount arising from the Capital Reduction to the contributed surplus account of the Company and the Directors may use such amount for such purposes as may be permitted by the applicable laws and the Bye-laws as the Directors consider appropriate; and
- (g) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as he/she may consider necessary or expedient to give effect to the Capital Reorganisation.”

ORDINARY RESOLUTION

2. “THAT:

- (a) conditional upon the Capital Reorganisation becoming effective, the Placing Agreement dated 16 November 2023 (the “**Placing Agreement**”, a copy of which has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for the purpose of identification) entered into between the Company and Opus Securities Limited as the placing agent relating to the placing, on a best effort basis, of the convertible notes which are convertible into New Shares at the initial conversion price of HK\$0.166 (subject to adjustments) per Conversion Share (as defined below) and the terms and conditions of which are annexed to the Placing Agreement (the “**Convertible Notes**”) in an aggregate principal amount of up to HK\$5,000,000 to be issued by the Company at the issue price of 100% of the principal amount thereof upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of Convertible Notes by the Company in accordance with the terms and conditions of the Placing Agreement be and is hereby approved;
- (c) conditional upon, among others, the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (the “**Conversion Shares**”) which may fall to be allotted and issued upon the exercise of the conversion right attaching to the Convertible Notes, the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Notes be and is hereby approved, which approval is in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted to the Directors prior to the passing of this resolution; and
- (d) the board of Directors (the “**Board**”) be and is hereby generally and unconditionally authorised to do all such acts and things and execute such documents as the Board may consider necessary, desirable or expedient for the purposes of or in connection with the Placing Agreement and the implementation of the transactions contemplated thereunder, including but not limited to the issue of the Convertible Notes and the allotment and issue of the Conversion Shares and all matters incidental thereto and to agree to such variations, amendments or waivers as are, in the opinion of the Board, in the interest of the Company.”

By Order of the Board
Prosperity Investment Holdings Limited
Wan Tat Kay Dominic Savio
Company Secretary

Hong Kong, 24 November 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*
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6–8 Harbour Road
Wanchai
Hong Kong

Notes:

1. The register of members of the Company will be temporarily closed from Wednesday, 6 December 2023 to Monday, 11 December 2023 (both days inclusive) during which no transfer of Shares will be registered in order to determine the list of Shareholders for attending the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to qualify for attending and voting at the SGM (or any adjournment thereof), all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 5 December 2023.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 11:00 a.m. on Saturday, 9 December 2023 (Hong Kong time).
4. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
5. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the HKSAR Government is/are in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be automatically postponed or adjourned in accordance with the bye-laws of the Company. The Company will post an announcement on the websites of the Company (www.prosperityinvestment.hk) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the meeting in person under bad weather condition bearing in mind their own situations.

6. If Shareholders have any particular access request or special needs for participating in the meeting, please contact the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited (telephone: +852 2980 1888) on or before Wednesday, 6 December 2023.
7. The Chinese translation of this notice is for reference only and in case of inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises one non-executive director, namely Mr. Lau Tom Ko Yuen and four independent non-executive directors, namely Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard, Ms. Wong Lai Kin, Elsa, and Mr. Ip Kwok Kwong.