

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 00310)

(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 11 DECEMBER 2023; (2) CAPITAL REORGANISATION; AND (3) UPDATES ON PLACING OF CONVERTIBLE NOTES UNDER SPECIFIC MANDATE

Reference is made to the circular (the “**Circular**”) of Prosperity Investment Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”), both dated 24 November 2023. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM HELD ON 11 DECEMBER 2023

The Board is pleased to announce that all the resolutions proposed at the SGM were duly passed by the Shareholders by way of poll at the SGM held on 11 December 2023.

The poll results of the SGM were set out below:

SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
1.	To approve the Capital Reorganisation ^(Note)	499,089,964 (100.00%)	0 (0.00%)
ORDINARY RESOLUTION		Number of Votes (%)	
		For	Against
2.	To approve the Placing Agreement, the issue of the Convertible Notes and the allotment and issue of the Conversion Shares ^(Note)	499,089,964 (100.00%)	0 (0.00%)

Note: The description of each resolution herein is by way of summary only. The full text of the resolutions are set out in the Notice.

As at the date of the SGM, the total number of issued Shares was 1,211,320,200 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolution at the SGM. There were no restrictions on any Shareholders to cast votes on the proposed resolutions at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the SGM under the Listing Rules. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions proposed at the SGM.

Tricor Secretaries Limited, the Company's share registrar and transfer office in Hong Kong, acted as the scrutineer at the SGM for the purpose of vote-taking of the poll.

As all the votes were cast in favour of the special resolution and the ordinary resolution set out above, all the resolutions proposed at the SGM were passed unanimously by the Shareholders by way of poll at the SGM.

All Directors attended the SGM.

CAPITAL REORGANISATION

The Board is also pleased to announce that as all the conditions precedent to the Capital Reorganisation as stated in the Circular have been fulfilled, the Capital Reorganisation will become effective on Wednesday, 13 December 2023 and dealing in the New Shares will commence at 9:00 a.m. on Wednesday, 13 December 2023.

The Capital Reorganisation and the dates in relation to the trading arrangement, arrangement of exchange of share certificates and matching services for odd lots will be implemented in accordance with the timetable as set out in the section headed "Expected timetable" in the Circular. Please refer to the Circular for details.

Shareholders should note that upon the Capital Reorganisation becoming effective, the color of the share certificates of the Company is changed from light grey to pink.

UPDATES ON PLACING OF CONVERTIBLE NOTES UNDER SPECIFIC MANDATE

As stated in the Circular, the Placing and the obligations of the Placing Agent under the Placing Agreement are conditional upon, among other things, the passing of the special resolution and the ordinary resolution set out above and the Listing Division of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked approval for the listing of, and permission to deal in, all the Conversion Shares. Further announcement(s) will be made by the Company when completion of the Placing takes place or otherwise.

Shareholders and potential investors of the Company should note that completion of the Placing is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Placing” in the Circular. Accordingly, the Placing may or may not proceed.

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

Hong Kong, 11 December 2023

As at the date of this announcement, 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.

This announcement is made in English and Chinese. In case of any inconsistency, the English version shall prevail.

** For identification purpose only*