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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)

COMPLETION OF PLACING OF CONVERTIBLE NOTES UNDER SPECIFIC MANDATE

Placing Agent



Reference is made to the circular of Prosperity Investment Holdings Limited (the “**Company**”) dated 24 November 2023 in relation to, among other things, the placing of convertible notes under specific mandate (the “**Circular**”) and the announcement of the Company dated 11 December 2023 in relation to, among other things, the poll results of the special general meeting held on 11 December 2023. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

* For identification purpose only

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 29 December 2023. The Convertible Notes with an aggregate principal amount of HK\$4,000,000 have been successfully placed by the Placing Agent and issued by the Company to the following Placees:

Placee(s)	Amount of Convertible Notes subscribed (HK\$)
Ms. CHEUNG Chiu Hin Brenda	1,000,000
Mr. CHOW Phyllips Chapman	1,000,000
Ms. CHOW Andora Hayman	1,000,000
Dr. CHENG Kee Tak Percy	<u>1,000,000</u>
Total	<u><u>4,000,000</u></u>

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, (i) the Placees are professional investors (as defined in the Securities and Futures Ordinance and the Securities and Futures (Professional Investor) Rules) and Independent Third Parties; and (ii) none of the Placees will become a substantial shareholder (as defined under the Listing Rules) upon completion of the Placing and conversion of the Convertible Notes (assuming there is no change to the existing issued share capital).

The net proceeds (after deducting placing commission and other expenses) will amount to approximately HK\$3,700,000, of which HK\$2.7 million will be used for general working capital purposes and HK\$1 million for future investments in listed securities pursuant to the investment objectives of the Company.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after conversion in full of the Convertible Notes:

	As at the date of this announcement		Immediately after conversion in full of the Convertible Notes	
	Number of Shares	Approximate %	Number of Shares	Approximate %
All Fame Developments Limited (Note)	26,689,084	22.03%	26,689,084	18.38%
Mr. Lau Tom Ko Yuen	5,340,000	4.41%	5,340,000	3.68%
The Places	—	—	24,096,384	16.59%
Other public Shareholders	<u>89,102,936</u>	<u>73.56%</u>	<u>89,102,936</u>	<u>61.35%</u>
Total	<u><u>121,132,020</u></u>	<u><u>100.00%</u></u>	<u><u>145,228,404</u></u>	<u><u>100.00%</u></u>

Note:

All Fame Developments Limited is 100% controlled by Sun Matrix Limited, which is in turn 50% controlled by Mr. Lau Tom Ko Yuen, the non-executive Director and Chairman of the Company, and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen.

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

Hong Kong, 29 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.