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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)

**VERY SUBSTANTIAL DISPOSAL IN RELATION TO
PROPOSED VOLUNTARY LIQUIDATION OF A SUBSIDIARY
AND
CONTINUED SUSPENSION OF TRADING**

Financial Adviser to the Company



THE PROPOSED LIQUIDATION

The Board wishes to announce that on 5 September 2025 (after trading hours), the directors of Easy Ace proposed to place Easy Ace into a solvent voluntary liquidation. As at the date of this announcement, Easy Ace is an indirect wholly owned subsidiary of the Company. The sole asset of Easy Ace is an investment of 14.7% equity interests in Wealth Spread, whose sole investment is a beneficial equity interest of 54.0% in the PRC Entity.

Following the commencement of the Proposed Liquidation, Easy Ace will cease to be a subsidiary of the Company and its financial position and results will be de-consolidated from those of the Group. As Easy Ace has not contributed any revenue to the Group and that the carrying value of the Investment amounted to HK\$5.3 million only, although the Proposed Liquidation would lead to the writing down of the Amount Receivable (as defined herein) to nil, which would have a significant impact on the financial position of the Group, the Board is of the view that the Proposed Liquidation will not have any material adverse impact on the financial performance and operations of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Proposed Liquidation, which constituted a deemed disposal of the asset in Easy Ace, exceed 75%, the Proposed Liquidation constitutes a very substantial disposal of the Company under Chapter 14 of the Listing Rules and is subject to reporting, announcement, circular and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

A circular containing, among other things, (i) further information relating to the Proposed Liquidation; (ii) a notice convening the SGM; and (iii) other information as required to be disclosed under the Listing Rules, will be despatched to the Shareholders on or before 15 September 2025.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024, in accordance with Rule 13.50A of the Listing Rules, and will remain suspended until further notice.

The Proposed Liquidation is subject to the Shareholders' approval and therefore may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

THE PROPOSED LIQUIDATION

The Board wishes to announce that on 5 September 2025 (after trading hours), the board of directors of Easy Ace resolved that Easy Ace be placed into liquidation and that two partners from Deloitte China (Hong Kong office) and a partner from Deloitte Ltd. (BVI office) be appointed as the liquidators thereof, subject to and conditional upon satisfaction of the following conditions:

- (i) the passing of the relevant resolution(s) approving the Proposed Liquidation by the Shareholders at the SGM; and
- (ii) the passing of the relevant resolutions by Genius Choice (being the sole shareholder of Easy Ace) approving the Proposed Liquidation.

As at the date of this announcement, none of the above conditions have been fulfilled.

As at the date of this announcement, Easy Ace is an indirect wholly owned subsidiary of the Company. The sole asset of Easy Ace is an investment of 14.7% equity interests in Wealth Spread, which in turn owned a beneficial 54.0% equity interest in the PRC Entity, resulting in an indirect attributable equity interest of 7.938% in the PRC Entity.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the partners from Deloitte China (Hong Kong office) and Deloitte Ltd. (BVI office) proposed to be appointed as the liquidators to handle the Proposed Liquidation are Independent Third Parties. The appointed liquidators have sole discretion in relation to the disposal of the Interest, including identifying the ultimate buyer of the Interest in the event there are more than one potential buyers and the terms of the disposal.

INFORMATION OF THE COMPANY

The Company is an investment company listed under Chapter 21 of the Listing Rules. It is principally engaged in investment in both listed and unlisted investments and other related financial assets.

INFORMATION OF EASY ACE

Easy Ace is a company incorporated in the BVI with limited liability and wholly-owned by Genius Choice, which in turn is an indirect wholly owned subsidiary of the Company. Easy Ace is principally engaged in investment holding and its sole investment is a 14.7% equity interests in Wealth Spread.

Wealth Spread is a company incorporated in Hong Kong with limited liability and is engaged in investment holding, with its sole investment being a beneficial equity interest of 54.0% in the PRC Entity, which is principally engaged in zinc and lead mining in the PRC. The equity interest of Wealth Spread in the PRC Entity is held via an entrusted agreement (代持文件). The entrustment arrangement was established in October 2018 between Ample Talent Development Group Limited (“**Ample Talent**”, the predecessor of Wealth Spread before an internal reorganisation, and in which Easy Ace also had an indirect 14.7% equity interest) and a PRC individual (“**Trustee**”) who was then also a shareholder of the PRC Entity, with a view to facilitate possible future disposal of equity interest in the PRC Entity. Pursuant to an internal reorganisation carried out in July 2023, all of Ample Talent’s rights, title and interest in the PRC Entity were transferred to Wealth Spread. The Company was informed by the majority shareholder of Wealth Spread (“**Wealth Spread Controlling Shareholder**”) that since it was only an internal reorganisation, the Trustee was not notified of it. Accordingly, pursuant to the entrusted agreement executed by the Trustee, the Trustee continued to hold the 54% equity interests in the PRC Entity on trust for Ample Talent. On the other hand, it was a term of the internal reorganisation that Ample Talent shall take any other actions reasonably necessary to effectuate the purposes of such internal reorganisation, i.e. for Wealth Spread to obtain all of Ample Talent’s rights, title and interests in the PRC Entity.

The Trustee confirmed in writing in March 2021 that the entrustment arrangement remained in place and then in or around August 2023 notified the Wealth Spread Controlling Shareholder who informed the Company that the Trustee has appointed his close relative, also a PRC individual (“**Nominee**”), to hold the trust assets in his place.

To the best of the knowledge, information and belief of the Directors, the PRC Entity has obtained the exploitation licence for a mine located in Guizhou, the PRC. However, as disclosed in the Annual Report 2023, the Company has been unable to obtain the updated production plan with specific information of the PRC Entity and the Company currently does not have such information. All information in relation to the PRC Entity and the mine had been provided by the Wealth Spread Controlling Shareholder to the Company since the Company has no direct relationship and access to the PRC Entity. In turn, since the Wealth Spread Controlling Shareholder was (and is) not a director of the PRC Entity, he has to rely on the management of the PRC Entity to provide the requisite information. The quality and quantity of the information, including production plan, depends entirely on that the PRC Entity provides to the Wealth Spread Controlling Shareholder, and that the Wealth Spread Controlling Shareholder provides to the Company at any given time. In respect of the audit process for the financial statements of the Company for the financial year ended 31 December 2023, as mentioned above, the Company has not been able to obtain an updated production plan of the PRC Entity with such specific information as required by the Auditors. Wealth Spread Controlling Shareholder expressed to the Company that he experienced difficulties in obtaining the abovementioned information relating to the PRC Entity as the PRC Entity did not have the information readily available and was unwilling to devote time and resources to prepare the same. Furthermore, the relationship between Wealth Spread Controlling Shareholder with the Trustee and the Nominee deteriorated since early 2025. He, however, cannot speculate the reason for the deteriorated relationship.

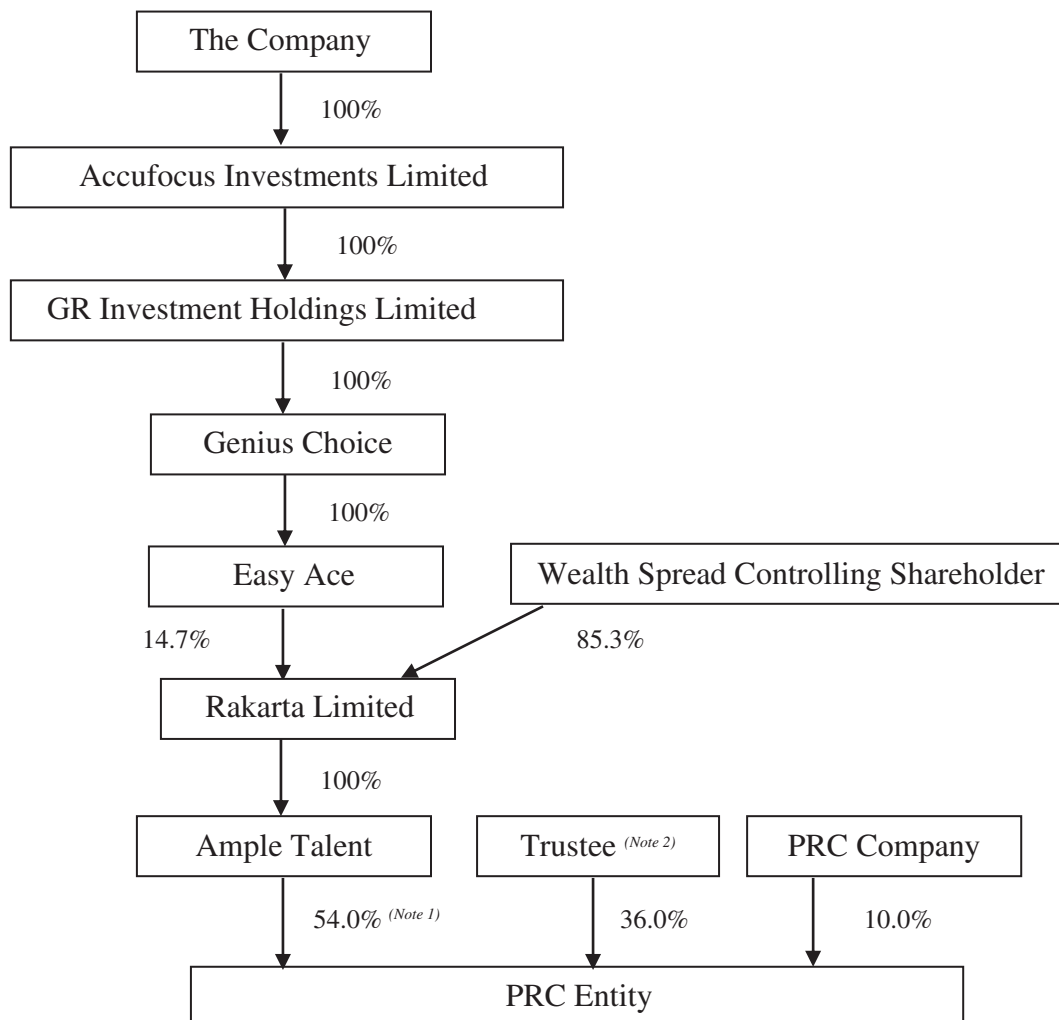
In compliance with Rule 21.04(3) of the Listing Rules which stipulates that Chapter 21 companies will not take legal, or effective, management control of its underlying investments, the Investment represents an indirect minority investment made in Wealth Spread, and the Group's management did not participate in, nor has any control or influence on, the operations of the PRC Entity, and hence the access to information is limited only to those provided by Ample Talent or, as the case may be, Wealth Spread.

In February 2025, the Company became aware that the Nominee has ceased to be a shareholder of the PRC Entity, i.e. the Nominee no longer holds any equity interests in the PRC Entity, including the 54.0% equity interests beneficially owned by Wealth Spread under the entrustment arrangement, and made enquiries with the Wealth Spread Controlling Shareholder. The Wealth Spread Controlling Shareholder agreed to make enquiries and investigate, and subsequently indicated that it might have been due to sub-delegation or change of trustee and the entrustment arrangement might not have been breached, but will take appropriate actions should it turn out that there has been unauthorised transfer by the Nominee. On 18 August 2025, the management of the Company received written notification from the Wealth Spread Controlling Shareholder that there was an unauthorised transfer by the Nominee of Wealth Spread's equity interest in the PRC Entity in breach of trust of the entrustment agreement, and that he has caused Ample Talent, which is the party to the entrusted agreement executed in October 2018, to commence legal proceedings against both the Trustee and the Nominee for the breach and seeking damages as well as a reversal of the unauthorised transfer.

Shareholding structure of Easy Ace

Set out below is the shareholding structure of Easy Ace:

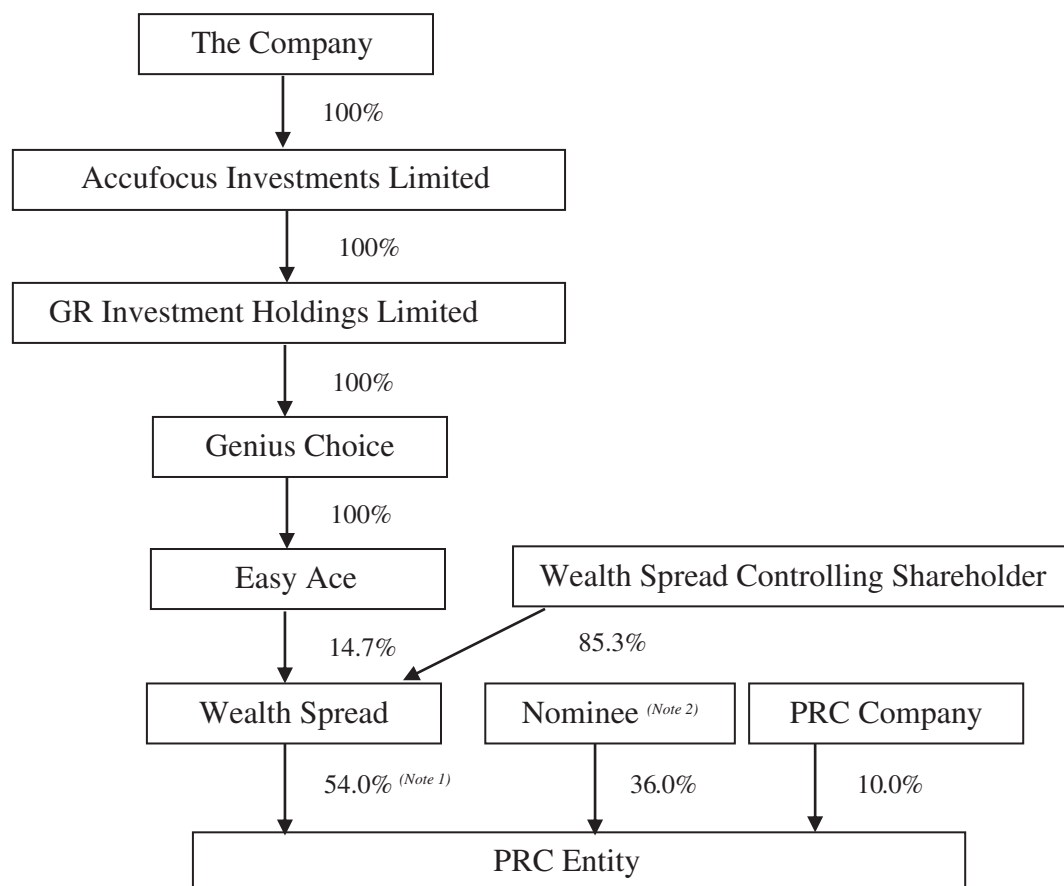
Before reorganisation in October 2018



Notes:

1. Please refer to the disclosure of the entrustment arrangement above.
2. The Trustee held 90.0% equity interests in the PRC Entity, of which 54.0% equity interests was beneficially owned by Ample Talent under the entrustment arrangement.

After reorganisation in July 2023 and transfer by Trustee



Notes:

- 1. Please refer to the disclosure of the entrustment arrangement above.*
- 2. The Nominee held 90.0% equity interests in the PRC Entity, of which 54.0% equity interests was beneficially owned by Wealth Spread under the entrustment arrangement and the internal reorganisation.*

Financial information of Easy Ace

Set out below is the financial information of Easy Ace based on the unaudited consolidated financial statements of Easy Ace for the years ended 31 December 2023 and 2024 and six months ended 30 June 2025:

	For the year ended		For the
	31 December		six months
	2023	2024	ended
	HK\$'000	HK\$'000	30 June
			2025
			HK\$'000
Revenue	—	—	—
(Loss)/Profit before tax	(5,050)	(3,122)	96,547 ^(Note)
(Loss)/Profit after tax and extraordinary items	(5,050)	(3,122)	96,547
	As at 31 December		As at
	2023	2024	30 June
	HK\$'000	HK\$'000	2025
			HK\$'000
Net (liabilities)/assets	(88,132)	(91,254)	5,293

Note: The profit before tax was attributable to a waiver by Genius Choice on the amount owing to it by Easy Ace of approximately HK\$96.6 million.

Based on the information the Company received from Wealth Spread, the net liabilities of the PRC Entity as at 31 December 2023 was RMB20,035,204.

REASONS FOR AND BENEFITS OF THE PROPOSED LIQUIDATION

As disclosed in the unaudited financial information of Easy Ace, Easy Ace recorded no revenue with a loss before tax and loss after tax of approximately HK\$5.0 million and HK\$3.1 million for the years ended 31 December 2023 and 31 December 2024 respectively. In fact, Ample Talent and Wealth Spread had not made any financial contributions to Easy Ace and the Company as the PRC Entity has not commenced nor scheduled to commence mining operation as at 31 December 2023 and 31 December 2024 so far as the Directors are aware as at the date hereof.

As disclosed above, Easy Ace recorded net liabilities of approximately HK\$88.1 million and HK\$91.3 million as at 31 December 2023 and 31 December 2024 respectively. Such net liabilities were mainly attributable to amounts owing to Genius Choice for the cost of the Investment totalling approximately HK\$54.0 million and annual management fee charged by the Company and a fellow subsidiary to Easy Ace which amounted to HK\$42.5 million for the provision of management services to subsidiaries.

In the Annual Report 2023 and the Annual Results 2024, the Auditors stated that they were unable to obtain sufficient appropriate audit evidence on the fair value of the Investment, which resulted in the Disclaimer of Opinion. During the course of the audit for financial years ended 31 December 2023 and 2024, the Company was unable to obtain sufficient appropriate audit evidence, via Wealth Spread, from the management team of the PRC Entity on the latest overall development plan of the PRC Entity, such as the revised timeline, revised estimated capital expenditure, mining related cost and operating expenses, to assess the appropriateness and accuracy of the financial information, such that it did not contain material misstatement. There were no other satisfactory audit procedures that the Auditors could perform to determine whether any adjustments to the carrying value of the Investment and the related fair value loss recognised in other comprehensive expense and investment revaluation reserve balances as at and for the years ended 31 December 2023 and 2024 were necessary. Any adjustments found to be necessary could also affect the related elements making up and disclosures in the consolidated financial statements. In the Annual Report 2023, the valuer adopted the discount cash flow method for the valuation of the Investment, which was consistently applied for prior years. The key inputs included discount rate, forecasted production volume, forecasted selling price with base price and marketability discount. The Company was unable to obtain the latest overall development plan of the PRC Entity, via Wealth Spread, from the management team of the PRC Entity during the course of the audit for financial year ended 31 December 2023. Accordingly, the valuation of the Investment as at 31 December 2023 was based on the information obtained by the Company, via Wealth Spread, from the management team of the PRC Entity during the course of audit for financial year ended 31 December 2022 and the verbal representation on certain assumptions, such as the commencement date of the operation of the underlying PRC mine.

As disclosed above, the Company has been unable to obtain the updated production plan with specific information of the PRC Entity. Furthermore, to the best of the knowledge, information and belief of the Directors, save for some historical preliminary trial runs, the PRC Entity has not yet commenced mining operation. In view of the aforesaid, as well as (i) the financial position of Easy Ace as at 31 December 2024; (ii) the fact that Easy Ace only has a 14.7% minority interest in Wealth Spread and does not have any control nor significant influence on the operation of Wealth Spread or the PRC Entity; (iii) the recent discovery of the breach of trust that resulted in the pursuit of legal proceedings by Ample Talent, the Directors are of the view that there are no reasonable means or prospect of making any material improvement on the financial position or operations of Easy Ace or for the Company to realise any value from the Investment. The Company had approached the Wealth Spread Controlling Shareholder to enquire whether he is interested in acquiring the Investment whose response had always been negative. Due to the complexity of the matter, the Company had not attempted to solicit other parties, and believed it would be more time and cost efficient to appoint the liquidators to handle the disposal of the Investment while the management of the Company could dedicate effort and resources in attending to the business of the Company and raising more capital in support of future growth. Accordingly, the Company proposed to place Easy Ace into the Proposed Liquidation.

Following the commencement of the Proposed Liquidation with the appointment of the liquidators, the Group will no longer have control of the Investment and accordingly the financial position and results of Easy Ace will be de-consolidated from those of the Group. Easy Ace will also cease to be a subsidiary of the Company.

By reason of the Audit Issue and the Disclaimer of Opinion, trading in the shares of the Company has been suspended since 2 April 2024. The Auditors have confirmed that with the commencement of the Proposed Liquidation when the liquidators are appointed and therefore take control of Easy Ace, the Disclaimer of Opinion would no longer be required for the financial year ending 31 December 2025 and subject to the satisfaction of the Stock Exchange, one of the conditions under the Resumption Guidance would have been satisfied.

In view of the above, the Board considers that the Proposed Liquidation is fair and reasonable, and is in the interests of the Company and its Shareholders as a whole.

PROCESS AND PROCEDURES OF THE PROPOSED LIQUIDATION

The laws applicable to the Proposed Liquidation are BVI Business Companies Act and BVI Business Companies Regulations.

Upon commencement of the Proposed Liquidation and appointment of liquidators to Easy Ace, the liquidators will carry out the following procedures to, *inter alia*, realise the assets of Easy Ace and settle its liabilities:

- (i) attend to the statutory requirements in the BVI, including but not limited to publishing the relevant notices in the Government Gazette and newspaper in the BVI and attending to the statutory filings with the BVI Registry;
- (ii) publish a notice to creditors in the Government Gazette and newspaper in the BVI inviting creditors to submit claims before a deadline;
- (iii) wind up the affairs of Easy Ace;
- (iv) if appropriate, (a) market for disposal of the 14.7% equity interest directly held by Easy Ace in Wealth Spread with options ranging from private sale to public tender as the liquidators deem fit; and (b) in consultation with Genius Choice, the sole member, decide to dispose of the Interest to an identified potential purchaser at the highest possible price obtainable from the market;
- (v) arrange settlement of liabilities of Easy Ace (if any);
- (vi) distribute any surplus funds of Easy Ace to Genius Choice, its sole member;
- (vii) prepare and submit to the BVI Registry a notice of completion of the liquidation of Easy Ace;
- (viii) obtain a certificate of dissolution of Easy Ace from the BVI Registry; and
- (ix) prepare and arrange for publication the relevant notice in the Government Gazette in the BVI in respect of the dissolution of Easy Ace.

If there is any proceeds obtained from disposal of the Interest, the liquidators will return any surplus proceeds to Genius Choice, after deducting liquidators' cost and all necessary expenses incurred by the liquidators in the disposal process as well as costs and expenses incurred in the administration of the liquidation of Easy Ace and paying off all of its liabilities (if any) (the “**Surplus Proceeds**”).

FINANCIAL EFFECTS OF THE PROPOSED LIQUIDATION ON THE GROUP

Pursuant to the Annual Report 2023 and the Annual Results 2024, the Auditors stated that they were unable to obtain sufficient appropriate audit evidence on the fair value of the Investment, as estimated by the Group's management as at 31 December 2023 and 2024 respectively, to assess the appropriateness and accuracy of the financial information such that it did not contain material misstatement. Accordingly, the Auditors expressed a disclaimer of opinion on the Annual Report 2023 and the Annual Results 2024.

Following the commencement of the Proposed Liquidation, Easy Ace will effectively be carved out from the Group with its financial position and results being de-consolidated from those of the Group. Any gain or loss on the Proposed Liquidation would be included in the consolidated financial statements of the Group when the liquidation process commences with the appointment of the liquidators.

As Genius Choice is the sole creditor of Easy Ace, Genius Choice waived all outstanding amount owing to it from Easy Ace amounting to the total sum of approximately HK\$96.6 million (the “**Shareholder Advance**”) such that the Proposed Liquidation will be a solvent liquidation, which is a more cost and time efficient process as compared to an insolvent liquidation pursuant to the relevant BVI laws and regulations. A solvent liquidation would normally be completed within 12 months while it would take a longer period of 18 to 24 months to complete an insolvent voluntary liquidation under usual circumstances. The cost of liquidation for an insolvent voluntary liquidation could also be more than double the cost of liquidation for a solvent liquidation given there are more statutory requirements in an insolvent liquidation, including convening meetings of creditors, preparing reports to the creditors, adjudicating the claims from creditors and settling the claims if any distributions are available. In the event the Interest is successfully disposed after the Proposed Liquidation, there will be no difference in the distribution of the Surplus Proceeds to Genius Choice under solvent or insolvent liquidation.

The waiver is required as Easy Ace registered a net liability position of approximately HK\$91.3 million as at 31 December 2024, which was mainly attributable to the Shareholder Advance. In order for Easy Ace to proceed with a solvent liquidation, it would have to be in a net asset position. The waiver of Shareholder Advance will result in a gain of approximately HK\$96.5 million to Easy Ace but it has no effect to the consolidated financial statements of the Company since it is an elimination of inter-company balances. Pursuant to the waiver, Easy Ace also recorded a net asset of HK\$5.3 million as at 30 June 2025.

For illustrative purpose, based on the book value of Easy Ace as at 31 December 2024, there would be a loss on liquidation of the Group of approximately HK\$5.3 million following the commencement of the Proposed Liquidation and hence the deconsolidation of Easy Ace from the Group. The amount receivable by the Group from the Proposed Liquidation (the “**Amount Receivable**”) is considered to be nil after considering the current market condition, the latest circumstances and the costs (including the liquidation fees and expenses) to be incurred by the liquidators for the disposal of the Interest. The loss of HK\$5.3 million is the difference between the nil proceed from the Proposed Liquidation and the net asset value of Easy Ace totalling HK\$5.3 million as at 31 December 2024, after excluding the Shareholder Advance of Genius Choice which has no effect on the consolidated financial statements of the Group.

In the event if the Interest is successfully disposed to a potential buyer by the liquidators in the future, the Company preserves the rights to the proceeds arising from the disposal by the liquidators. At that time, the Group will recognise the net proceeds (after deducting liquidation fees and expenses) from the disposal, and the difference between the Amount Receivable (which has been recorded as nil) and the net proceeds (if any) will be recognised in the profit and loss account of the Group. Any net proceeds which the Company receives in the event that the Interest is successfully disposed to a potential buyer will be utilised for working capital purposes and/or investment acquisitions.

Easy Ace has not contributed any revenue to the Group and the carrying value of the Investment amounted to approximately HK\$5.3 million only. The Proposed Liquidation would lead to the writing down of the Amount Receivable to nil, taking into account of the current market condition, the latest circumstances relating to Easy Ace’s deemed interest in the PRC Entity as disclosed above and the costs (including the liquidation fees and expenses) to be incurred by the liquidators for the disposal of the Interest. Although this would have a significant impact on the financial position of the Group, the Board is of the view that the Proposed Liquidation will not have any material adverse impact on the financial performance and operations of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Proposed Liquidation, which constituted a deemed disposal of the asset in Easy Ace, exceed 75%, the Proposed Liquidation constitutes a very substantial disposal of the Company under Chapter 14 of the Listing Rules and is subject to reporting, announcement, circular and shareholders' approval requirements pursuant to Chapter 14 of the Listing Rules.

None of the Directors has a material interest in the Proposed Liquidation. Accordingly no Director is required to abstain from voting on the relevant Board resolution(s) approving the Proposed Liquidation.

GENERAL

A circular containing, among other things, (i) further information relating to the Proposed Liquidation; (ii) a notice convening the SGM; and (iii) other information as required to be disclosed under the Listing Rules, will be despatched to the Shareholders on or before 15 September 2025.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024, in accordance with Rule 13.50A of the Listing Rules, and will remain suspended until further notice.

The Proposed Liquidation is subject to the Shareholders' approval and therefore may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context specifies otherwise, the following defined expressions have the following meanings:

“Annual Report 2023”	the annual report of the Company for the financial year ended 31 December 2023
“Annual Results 2024”	the annual results announcement of the Company for the financial year ended 31 December 2024 announced by the Company on 29 August 2025
“Audit Issue”	the Auditors stating in the Annual Report 2023 and the Annual Results 2024 that they were unable to obtain sufficient appropriate audit evidence on the fair value of the Investment, which resulted in the Disclaimer of Opinion
“Auditors”	Rongcheng (Hong Kong) CPA Limited (<i>formally known as CL Partners CPA Limited</i>), the auditors of the Company
“Board”	board of Directors
“BVI”	British Virgin Islands
“BVI Registry”	BVI Registry of Corporate Affairs
“Company”	Prosperity Investment Holdings Limited, a company incorporated in Bermuda with limited liability, with its issued Shares listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

“Disclaimer of Opinion”	a disclaimer of opinion expressed by the Auditors on the Company’s consolidated financial statements for the years ended 31 December 2023 and 31 December 2024 in relation to the fair value measurement of the Company’s investment in Wealth Spread which was accounted for as financial assets at fair value through other comprehensive income
“Easy Ace”	Easy Ace Investments Limited, an indirect wholly owned subsidiary of the Company
“Genius Choice”	Genius Choice Investments Limited, the sole shareholder of Easy Ace and an indirect wholly owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owners (if applicable) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of and not connected with the Company and its connected persons
“Interest”	the 14.7% equity interests directly held by Easy Ace in Wealth Spread
“Investment”	the investment of Easy Ace in a 14.7% equity interest of Wealth Spread, which has a beneficial equity interest of 54.0% in the PRC Entity, resulting in an indirect attributable equity interest of 7.938% in the PRC Entity

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Entity”	貴州國鼎金實礦業有限公司 (Guizhou Guoding Jinshi Mining Company Limited*), a sino-foreign joint venture enterprise established in the PRC with limited liability
“Proposed Liquidation”	the proposed placing of Easy Ace into a solvent voluntary liquidation
“Resumption Guidance”	the resumption guidance set out in the letters issued by the Stock Exchange to the Company on 18 June 2024 and 1 April 2025 (and any other additional resumption guidance(s) as the Stock Exchange may impose from time to time)
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, to approve the Proposed Liquidation
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wealth Spread”	Wealth Spread Investment Limited, a company incorporated in Hong Kong with limited liability, in which Easy Ace has a direct 14.7% equity interests

“%” or “per cent.”

percentage or per centum

By order of the Board
Prosperity Investment Holdings Limited
Lau Tom Ko Yuen
Chairman

Hong Kong, 5 September 2025

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*