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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**"), by way of physical meeting only, will be held at R1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 29 September 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT** the Proposed Liquidation (as defined in the circular of the Company dated 12 September 2025 (the "**Circular**")) and the procedures and transactions contemplated thereunder be and are hereby approved and the board of directors of the Company (the "**Board**"), the board of directors of Easy Ace Investments Limited and the board of directors of Genius Choice Investments Limited be and are hereby authorized to do such acts or things, including waivers, and execute such documents as each of them may in their respective opinion may be necessary, desirable or expedient to carry out or to give effect to the Proposed Liquidation."

* *For identification purpose only*

2. "**THAT**:

(a) the conditional placing agreement (the "**Placing Agreement**") dated 5 September 2025 and entered into between the Company as issuer and Astrum Capital Management Limited as the placing agent in relation to the placing of 500,000,000 shares of the Company (the "**Placing Shares**") at the placing price of HK$0.090 per Placing Share (a copy of the Placing Agreement having been produced to the SGM and marked "A" and initialed by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares) be and are hereby approved, confirmed and ratified;

(b) the Board be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares; and

(c) the Board be and is hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which it considers necessary, desirable or expedient to give effect to the Placing Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as, in the opinion of the Board, is in the interests of the Company and its shareholders as a whole."

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

Hong Kong, 12 September 2025

Notes:

1. The register of members of the Company will be temporarily closed from Tuesday, 23 September 2025 to Tuesday, 30 September 2025 (both days inclusive) during which no transfer of Shares will be registered in order to determine the list of Shareholders for attending the SGM which was announced on 8 September 2025. During the closure of the register of members of the Company, no transfer of Shares will be effected. For determining the entitlement of members to attend and vote at the SGM, the record date is fixed on Monday, 29 September 2025. Members 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 above meeting. 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 Monday, 22 September 2025.

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 10:00 a.m. on Saturday, 27 September 2025.

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" 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 1333) on or before Tuesday, 23 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.