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 however 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)

CONTINUING CONNECTED TRANSACTION INVESTMENT MANAGEMENT AGREEMENT

The Original IM Agreement dated 26 January 2022 (as amended and supplemented by the Supplemental Agreement dated 21 March 2023) entered into between the Company and Opus Capital Management expired on 31 December 2024. On 14 October 2025, the Company entered into the New IM Agreement with SSHK, pursuant to which SSHK is appointed as the Investment Manager of the Company for a period of three (3) years commencing from the first day of trading resumption and must take place no later than 31 December 2025 (subject to the approval of the Stock Exchange) at a monthly management fee of HK$40,000.

As SSHK will become the Investment Manager of the Company with effect from 14 October 2025, SSHK will become a connected person of the Company pursuant to Rule 14A.08 of the Listing Rules and the transaction contemplated under the New IM Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As the aggregate annual management fee payable under the New IM Agreement is less than HK$10,000,000 and each of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Proposed Annual Caps is less than 25%, the New IM Agreement is subject to the reporting, announcement and annual review requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under the Listing Rules.

On 14 October 2025, the Company entered into the New IM Agreement with SSHK, pursuant to which SSHK is appointed as the Investment Manager of the Company for a period of three (3) years commencing from the first day of trading resumption and must take place no later than 31 December 2025 (subject to the approval of the Stock Exchange). The principal terms of the New IM Agreement are set out below.

THE NEW IM AGREEMENT

Parties

The Company and SSHK

Date

14 October 2025

Term and termination

Subject to termination clauses, the appointment of the Investment Manager is for a period of three (3) years commencing from the first day of trading resumption and must take place no later than 31 December 2025 (subject to the approval of the Stock Exchange), unless terminated earlier by either party giving to the other party, not less than thirty (30) days' prior notice in writing.

Powers and duties of SSHK

Pursuant to the New IM Agreement, the Investment Manager shall undertake all investment advisory duties arising pursuant to the operation of the Company and the Company's investments including:

(i) identify, review and evaluate investment and divestment opportunities for the Company and negotiate the terms of such investment and divestment for the Company;

(ii) consider and evaluate potential investments and render investment advice to the Investment Committee or the Board based upon such information as may reasonably be available to it and, in particular, assist the Investment Committee or the Board in structuring acquisitions and disposals, submit investment and divestment proposals to the Investment Committee or the Board, make investment recommendations to the Investment Committee or the Board regarding potential investments and divestments for the Company identified by the Investment Manager, the Investment Committee or the Board;

(iii) provide to the Investment Committee or the Board such information as may reasonably be available to it on opportunities to acquire or to divest investments of which the Investment Manager becomes aware and which in the opinion of the Investment Manager are or may be suitable for the Company provided always that the Investment Manager shall not be required to disclose information concerning its other clients which is presented to the Investment Manager by such other clients on a confidential basis and which remains confidential;

(iv) monitor and keep under review the performance and status of the Assets from time to time, based on information as may reasonably be available to it, and provide the Investment Committee or the Board with any assistance in relation to the Company's investments as it may require;

(v) assess whether it is reasonable to make provision for future expenses and/or any possible diminution in value of investment out of the net amount derived from interest, dividends and other income received by the Company after meeting expenses, and consider the amount of cash required for further investment of the Company; and

(vi) act in accordance with all reasonable instructions given and authorities delegated to it from time to time by the Investment Committee or the Board and keep the Investment Committee or the Board fully informed as to the discharge of its powers and duties.

In addition to the duties on the part of the Investment Manager, SSHK shall provide the Company with general administrative services, including:

(i) at the request of the auditors, to supply to the auditors such information in the possession or control of the Investment Manager as the auditors shall reasonably request in connection with the preparation of reports and accounts of the Company;

(ii) to provide the secretary of the Company or the Board from time to time such information as may be in the possession or control of the Investment Manager as the secretary may reasonably require to perform their duties;

(iii) to assist the Company in its dealings with the Stock Exchange on matters relating to the Company's investment business;

(iv) to provide assistance to the Company and the Board in connection with the preparation and publication of the accounts and reports to be provided to the shareholders of the Company; and

(v) to send to the Board copies of all material documents, letters, statements, notices, circulars or advertisements issued or received on behalf of or relating to the Company.

Management fee

The Company will pay to the Investment Manager a fee of HK$40,000 per month payable on a monthly basis in arrears.

The management fee payable by the Company to SSHK under the New IM Agreement was agreed after arms-length negotiation between the Company and SSHK and was determined with reference to (i) the prevailing market rates charged by SSHK to its other clients which are also Chapter 21 Investment Companies (as defined below); and (ii) the fees payable by the Company under the Original IM Agreement as amended and supplemented by the Supplemental Agreement. The Board (including the independent non-executive Directors) therefore considers that the management fee payable under the New IM Agreement is fair and reasonable and in the interest of the Company and its shareholders as a whole.

PROPOSED ANNUAL CAPS

The Proposed Annual Caps for the fees payable by the Group under the New IM Agreement for each of the financial years ending 31 December 2028 are as follows:

Financial year	**HK$**
For the period ending 31 December 2025 (2.5 months)	100,000
For the year ending 31 December 2026 (12 months)	480,000
For the year ending 31 December 2027 (12 months)	480,000
For the period ending 31 December 2028 (9.5 months)	380,000

The Proposed Annual Caps were computed taking into account the fixed monthly management fee of HK$40,000. In the event that the aggregate fees payable by the Group under the New IM Agreement for any of the financial year exceeds the Proposed Annual Cap, the Company will comply with all the relevant requirements under Chapter 14A of the Listing Rules as and when appropriate.

INFORMATION ON THE INVESTMENT MANAGER

SSHK, established in Hong Kong, is a wholly owned subsidiary of Sinolink Securities Co., Ltd. SSHK serves as an extension of its parent company's international business platform, leveraging Hong Kong's strategic position as a global financial hub to expand its international presence.

Sinolink Securities Co., Ltd. ("**SS CHINA**"), the parent company of SSHK, is a publicly listed securities firm known for its high-quality assets, skilled professional team, and strong innovation capabilities. SSHK is a constituent stock of the SSE 380 Index, CSI 500 Index, and MSCI Emerging Markets Index.

As a wholly owned subsidiary, SSHK is integral to SS CHINA's internationalisation strategy. Through SSHK, the parent company broadens its global business footprint, enhancing its influence in international markets while achieving effective resource integration and risk diversification. The complementary business activities and strategic coordination between SSHK and SS CHINA significantly enhance their overall competitiveness.

SSHK is a diversified financial services company providing a range of financial products and services to institutional and retail clients. Its main businesses include global securities, futures, and corporate finance, and asset management and fund investment.

SSHK has built up a team of professionals who have solid experience to provide investment management services to investment companies listed under Chapter 21 of the Listing Rules ("**Chapter 21 Investment Companies**"). The team of professionals of SSHK have long history of providing investment management to Chapter 21 Investment Companies, namely, China Innovation Investment Limited (stock code: 1217), China Investment and Finance Group Limited (stock code: 1226), Capital Realm Financial Holdings Group Limited (stock code: 204), China New Economy Fund Limited (stock code: 80), Harbour Digital Asset Capital Limited (stock code 913), Goldstone Investment Group Limited (stock code: 901) and Core Economy Investment Group Limited (stock code: 339), each of which invests principally in the Greater China and Asia Pacific regions. With the long establishment of SSHK in Hong Kong and the networking of SS CHINA in the PRC, plus extensive investment knowledge and experience of responsible persons covering almost every type of financial market tools and conditions, SSHK has the competitive advantages to act as the investment manager of the Company to cater for investment opportunities and research on underlying investments in listed and unlisted equities in Hong Kong, the PRC and the United States as required by the Company's investment objectives. SSHK shall continue to make good use of these strengths and to apply the same investment process to guide the construction and on-going management of the Company's investment portfolio.

The background and experience of the relevant management of SSHK are as follows:

Mr. Chan Cheong Yee ("Mr. Chan")

From 2003 to 7 December 2020, Mr. Chan was a director and responsible officer of China Everbright Securities (HK) Limited ("**CESHK**") and was licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO accredited to CESHK. Mr. Chan provided investment management services to professional investor including Chapter 21 Investment Companies since 2003. Mr. Chan then joined Evergrande Securities (HK) Limited ("**ESHK**") on 8 December 2020, and continued to provide investment management services to professional investor including Chapter 21 Investment Companies. Mr. Chan was managing director of asset management of ESHK, licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO accredited to ESHK on 14 December 2020.

Mr. Chan resigned from ESHK in effect on 3 October 2024, and joined SSHK on 4 October 2024. Mr. Chan is licensed representative to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO accredited to SSHK. Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing Chapter 21 Investment Companies.

Mr. Tong Yim ("Mr. Tong")

Mr. Tong is currently licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO accredited to SSHK. Mr. Tong is responsible officer of SSHK.

Mr. Tong used to be a director and responsible officer of ESHK, and a responsible officer of CESHK. Mr. Tong worked closely with Mr. Chan during the period 2012 to 2017 (in CESHK) and the period 2020 to 2024 (in ESHK,) to provide investment services to clients. Mr. Tong is experienced in fundamental and financial analysis, fund management, compliance issue and risk control of licensed corporation and Chapter 21 Investment Companies.

For those Chapter 21 Investment Companies under ESHK management, Mr. Tong was responsible for the overall supervision of the whole operation. Mr. Chan and his team worked directly with the board of directors of various Chapter 21 Investment Companies to carry out investment recommendation, analysis, risk management, compliance issue and monitoring investment performance from time to time.

Mr. Cheung Pang To ("Mr. Cheung")

Mr. Cheung is a responsible officer of SSHK, licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), and Type 9 (asset management) regulated activities under the SFO. Mr. Cheung is one of the senior management of SSHK and is a member of Asset Management Committee of SSHK which oversee all asset management business.

Mr. Cheung has a history of working in top managerial positions, supervising investment management, compliance, and risk control. His experience includes serving as a director and responsible officer at CESHK, where he oversaw Chapter 21 Investment Companies.

INFORMATION ON THE GROUP

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

REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW IM AGREEMENT

The Original IM Agreement dated 26 January 2022 (as amended and supplemented by the Supplemental Agreement dated 21 March 2023) entered into between the Company and Opus Capital Management expired on 31 December 2024. On 14 October 2025, the Company appoints SSHK as its Investment Manager to provide investment management services commencing from the first day of trading resumption of the Company.

Under the New IM Agreement, the aggregate amount of the annual management fees to be paid shall be the same as the annual management fees paid for the year ended 31 December 2024 under the Original IM Agreement as amended and supplemented by the Supplemental Agreement. Furthermore, SSHK also has extensive investment management experience in Hong Kong in relation to Chapter 21 Investment Companies. The Company believes that SSHK will be able to contribute towards the Company's business development and direction, and to provide professional investment services to the Company. The Directors also consider that the investment experience of SSHK goes in line with the investment strategies of the Company and are of the view that its expertise will be beneficial to the Company and its shareholders as a whole. The Directors consider that SSHK can provide professional investment services and fulfil its role as the Investment Manager of the Company.

The Board (including the independent non-executive Directors) therefore considers that the terms of the New IM Agreement are on normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable, and the entering into the New IM Agreement is in the interests of the Company and the shareholders as a whole, and that the Proposed Annual Caps are fair and reasonable. None of the Directors has a material interest in the New IM Agreement and therefore no Director was required to abstain from voting on the relevant Board resolution approving the New IM Agreement.

LISTING RULES IMPLICATIONS

SSHK will become a connected person of the Company pursuant to Rule 14A.08 of the Listing Rules and the transaction contemplated under the New IM Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As at the date of this announcement, none of the Directors are considered to have any material interests in the New IM Agreement and are required to abstain from voting on the relevant Board resolutions.

As the aggregate annual management fee payable under the New IM Agreement is less than HK$10,000,000 and each of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Proposed Annual Caps is less than 25%, the New IM Agreement is subject to the reporting, announcement and annual review requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under the Listing Rules.

DEFINITIONS

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

"Assets"	the moneys, securities, investments, contractual rights and/or other assets held, owned or controlled, directly or indirectly, by the Company from time to time
"Board"	board of Directors
"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
"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 PRC
"Investment Committee"	at any time the investment committee of the Company at that time which is approved and authorized by the Board to make investment decisions for and on behalf of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"New IM Agreement"	the agreement dated 14 October 2025 entered into between the Company and SSHK regarding the appointment of SSHK as the Company's Investment Manager
"Opus Capital Management"	Opus Capital Management Limited, a company incorporated in Hong Kong and licensed to carry out Type 9 (asset management) regulated activity under the SFO and the investment manager of the Group under the Original IM Agreement (as amended by the Supplemental Agreement)
"Original IM Agreement"	the agreement dated 26 January 2022 entered into between the Company and Opus Capital Management in relation to the appointment of Opus Capital Management as the Company's investment manager for the period from 1 January 2022 to 31 December 2024
"PRC"	the People's Republic of China, and for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Proposed Annual Caps"	the proposed annual caps for the management fees payable under the New IM Agreement for the financial years ending 31 December 2025, 2026, 2027 and 2028
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"SSHK" or "Investment Manager"	Sinolink Securities (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability and a licensed corporation licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Agreement"	the supplemental agreement dated 21 March 2023 entered into between the Company and Opus Capital Management to amend the monthly management fee payable by the Company under the Original IM Agreement for the remaining management period
"%" or "per cent."	percentage or per centum

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

Hong Kong, 14 October 2025

As at the date of this announcement, the Board comprises one executive director, namely, Mr. Tang Tsz Tung, 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.

* *For identification purpose only*