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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)

CHANGE IN USE OF PROCEEDS FROM PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

References are made to the announcements of Prosperity Investment Holdings Limited (the "**Company**", together with its subsidiaries as the "**Group**") dated 5 September 2025, 12 September 2025, 29 September 2025, 30 September 2025 and 14 October 2025 (the "**Announcements**") in relation to the placing (the "**Placing**") of an aggregate of 500,000,000 ordinary shares of the Company and the use of the net proceeds.

The Board would like to provide an update on the proposed change in use of proceeds from the Placing.

USE OF PROCEEDS FROM THE PLACING

As disclosed in the Announcements, the net proceeds raised form the Placing were approximately HK$42.0 million (the "**Net Proceeds**") and the Company intends to apply i) approximately HK$27.5 million for investments acquisition since the Company is a Chapter 21 company whose principal activity is in investing in listed and unlisted investments and other related financial assets; ii) approximately HK$9.5 million for early redemption of convertible notes that were issued on 29 December 2023 and 30 April 2024 respectively, whose total principal amount was HK$8 million together with redemption premium and accrued interests; and iii) the balance of approximately HK$5.0 million for general working capital of the Group, such as rental expenses, staff costs, professional services expenses and settlement of amount payables in respect thereof.

In terms of investments acquisition, the Company intends to invest HK$18 million in Hong Kong and United States listed securities, HK$7.5 million in fixed income products, HK$2 million in crypto currencies and virtual assets.

As at the date of this announcement, approximately HK$25.0 million, HK$9.2 million and HK$4.0 million has been utilised for investments acquisition, early redemption of convertible notes and the general working capital of the Group, respectively.

In order to better deploy the resources of the Group, the Board has resolved to reallocate the Net Proceeds of approximately HK$2.0 million from investments acquisition in crypto currencies and virtual assets to investment in Hong Kong and United States listed securities (the "**Change in Use of Proceeds**").

An analysis of the utilization of the Net Proceeds as at the date of this announcement and the revised change in the use of the unutilised Net Proceeds is set out as below:

Planned use of Net Proceeds as disclosed in circular	**Planned use of Net Proceeds** *HK$ million*	**Utilised Net Proceeds as at date of this announcement** *HK$ million*	**Unutilised Net Proceeds as at the date of this announcement** *HK$ million*	**Revised application of the Unutilised Net Proceeds** *HK$ million*	**Updated expected timeline of full utilization of remaining proceeds**
Investment acquisition	27.5	25.0	2.5	–	
– Invest in Hong Kong and United States listed securities	18.0	18.0	–	2.0	On or before 31 December 2026
– Fixed income products	7.5	7.0	0.5	–	On or before 31 December 2026
– Crypto currencies and virtual assets	2.0	–	2.0	(2.0)	–
Early redemption of convertible notes	9.5	9.2	0.3	–	On or before 31 December 2026
General working capital	5.0	4.0	1.0	–	On or before 31 December 2026

The unutilised Net Proceeds are expected to be fully utilised on or before 31 December 2026 in accordance with the expected timeline as set out above. Such expected timeline is based on the estimation made by the Company which might be subject to changes in accordance with the change in market conditions from time to time.

REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF PROCEEDS

The Board decided to reallocate the investment in crypto currencies and virtual assets to investment in Hong Kong and United States listed securities as a decisive move to mitigate risk and enhance portfolio stability. Cryptocurrency markets are characterized by extreme volatility and regulatory ambiguity. In contrast, developed equity markets provide robust investor protections, including stringent disclosure requirements, established regulatory oversight, and clear legal recourse.

Having considered the impact of the Change in the Use of Proceeds on the Group's business, the Board is of the view that the new allocation of Net Proceeds will enable the Group to better utilise the Net Proceeds and generate a satisfactory return to the Group. The Board believes that the Change in Use of Proceeds will not have any material adverse effect on the existing business and operation of the Group and is in the best interests of the Company and its shareholders as a whole.

The Board confirms that there are no material changes in the nature of the business of the Group.

The Board will continuously assess the changing market conditions and may revise or amend such plans where necessary to cope with the changing market conditions in order to strive for better performance of the Company. Save as disclosed in this announcement, the Board does not anticipate any other change to the plan as to the use of the remaining Net Proceeds.

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

By Order of the Board
Prosperity Investment Holdings Limited
Lam Chee Sum Eddie
Company Secretary

Hong Kong, 10 February 2026

As of 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. Katsaya Wiriyachart and Mr. Ip Kwok Kwong.

** For identification purposes only*