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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)

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

THE PLACING

On 10 February 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 250,000,000 Placing Shares at the Placing Price of HK$0.12 per Placing Share to not less than six Placees who and whose beneficial owners shall be Independent Third Parties.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Placing Completion Date, the 250,000,000 Placing Shares represent (i) approximately 40.2% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 28.7% of the issued share capital of the Company as enlarged by the allotment and issue of 250,000,000 Placing Shares.

The Placing Price represents (i) a discount of approximately 16.67% to the closing price of HK$0.144 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 19.79% to the average closing price of HK$0.150 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day.

The gross proceeds and net proceeds from the Placing (after deducting the placing commission and other related expenses) are estimated to be approximately HK$30.0 million and HK$29.0 million respectively. The Company intends to apply the net proceeds from the Placing totalling HK$29.0 million for investments acquisitions, and general working capital of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As the Placing Shares will be allotted and issued under the Specific Mandate, the Placing and the Specific Mandate are subject to the Shareholders' approval at the SGM.

A circular containing, among other things, (i) further information relating to the Placing; (ii) a notice convening the SGM as soon as practicable in accordance with the Listing Rules.

The Placing is conditional upon satisfaction of the conditions set out in the paragraph headed "Conditions Precedents of the Placing" in this announcement. Accordingly, the Placing may or may not proceed.

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

THE PLACING AGREEMENT

Date

10 February 2026

Parties: Issuer: The Company

Placing Agent: Astrum Capital Management Limited

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing Agent has conditionally agreed with the Company to place a maximum of 250,000,000 Placing Shares on a best effort basis to not less than six Placees who and whose ultimate beneficial owners will be Independent Third Parties. The Placees shall be individual, institutional or professional investors. Upon Placing Completion Date, it is expected that none of the Placees will become a Substantial Shareholder. If any of the Placees will become a Substantial Shareholder after Placing Completion Date, further announcement will be made by the Company.

Placing Shares

Assuming there will be no change in the number of issued Shares between the date of this announcement and the date of the completion of the Placing Agreement (save for the Placing Shares), the 250,000,000 Placing Shares represent approximately 40.2% of the existing issued share capital of the Company as at the date of this announcement and approximately 28.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

The nominal value of the Placing Shares is approximately HK$250,000.

Placing Price

The Placing Price of HK$0.12 represents:

(i) a discount of approximately 16.67% to the closing price of HK$0.144 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(ii) a discount of approximately 19.79% to the average closing price per Share of approximately HK$0.150 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing Agreement, including the Placing Price and the commission, are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares is placed, the maximum gross proceeds from the Placing will be approximately HK$30.0 million and the maximum net proceeds (after deduction of commission and other expenses of the Placing) will be approximately HK$29.0 million. On such basis, the net issue price will be approximately HK$0.11 per Placing Share.

Conditions Precedents of the Placing

Completion of the Placing is conditional upon fulfilment of the following conditions:

(i) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Placing Shares; and

(ii) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company (including the passing of the resolutions by the Shareholders at the SGM granting the specific mandate for the Placing Shares) in respect of Placing Agreement and the transactions contemplated hereunder having been obtained.

None of the above conditions can be waived by the Company or the Placing Agent. If any of the conditions are not fulfilled on or before 30 May 2026 (or such later date as may be agreed between the Company and the Placing Agent in writing), the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties hereunder in relation to the Placing shall cease and each party shall be released from all obligations pursuant to the Placing Agreement and none of the parties shall have any claim against the others in respect of the Placing save for any antecedent breach of any obligation under the Placing Agreement and for all reasonable costs, charges and expenses already incurred in accordance with the terms of the Placing Agreement.

Ranking of the Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the existing Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Completion

Placing Completion shall take place on a date falling within ten (10) Business Days after the fulfillment of the conditions set out above (or such later date as may be agreed between the parties of the Placing Agreement in writing).

Termination

Pursuant to the Placing Agreement, the Placing Agent is entitled to terminate the Placing Agreement by giving a written notice to the Company, prior to 9:00 a.m. on the Placing Completion Date, if any of the following events occur at any time prior to 9:00 a.m. on the Placing Completion Date:

(i) in the reasonable opinion of the Placing Agent, there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or

(ii) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(iii) any material breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent, or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Placing Completion Date, which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or

(iv) any moratorium, suspension or restriction on trading in shares or securities generally on the Stock Exchange due to exception financial circumstances; or

(v) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

APPLICATION FOR LISTING

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company principally engaged in investment business. The main businesses of the Company include the investment in listed and unlisted companies, as well as the investment in other financial assets.

The gross proceeds and net proceeds from the Placing (after deducting the placing commission and other related expenses) are estimated to be approximately HK$30.0 million and HK$29.0 million respectively and the net placing price per Placing Share is approximately HK$0.11. The Company intends to apply the net proceeds from the Placing (i) approximately 82.76% or HK$24.0 million for investments acquisitions; and (ii) approximately 17.24% or HK$5.0 million as the general working capital of the Group.

The Board considers the Placing to be a suitable financial option as compared to other means of financing as it enables the Group to raise capital in an efficient manner without increasing interest burden on the Group, strengthen the financial position of the Company and represents a good opportunity to broaden the Shareholders' base and capital base of the Company.

The Board considers that the terms of the Placing Agreement and the transactions contemplated thereunder (including the Placing, the Placing Price and the placing commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES BY THE COMPANY IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

Date of announcement	Event	Net proceeds	Intended use of net proceed	Actual use of net proceeds as at the date of this announcement
5 September 2025	Placing of 500,000,000 new shares	HK$42.0 million	as to approximately HK$27.5 million for investments acquisition, as to approximately HK$9.5 million for early redemption of convertible notes that were issued on 29 December 2023 and 30 April 2024 respectively and as to 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.	HK$38.2 million

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Placing Completion, assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Placing Completion Date.

	As at the date of this announcement		**Immediately after the Placing Completion (assuming the Placing Shares are fully placed)**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
All Fame Developments Limited *(Note)*	26,689,084	4.30	26,689,084	3.06
Lau Tom Ko Yuen	5,340,000	0.86	5,340,000	0.61
The Placees	–	–	250,000,000	28.70
Other public Shareholders	589,102,936	94.84	589,102,936	67.63
Total	**621,132,020**	**100**	**871,132,020**	**100**

Note:

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

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

"Board"	board of Directors
"Business Days"	any day on which the Stock Exchange is open for business to deal in securities
"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 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
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Listing Committee"	the listing committee of the Stock Exchange
"Placee(s)"	any professional institutional or other investor independent of and not connected or acting in concert with each other, the Company, the Directors, controlling shareholders, substantial shareholders and chief executive (as defined in the Listing Rules) of the Company, its Subsidiaries or their respective associates (as defined in the Listing Rules) procured by the Placing Agent to subscribe or purchase (as the case may be) any of the Placing Shares pursuant to the Placing Agent's obligations under the Placing Agreement
"Placing"	the placing of the Placing Shares by the Placing Agent to the Placees pursuant to the Placing Agreement
"Placing Agent"	Astrum Capital Management Limited, a licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the conditional placing agreement dated 10 February 2026 entered into between the Company and the Placing Agent in relation to the Placing
"Placing Completion"	the completion of the Placing in accordance with the terms and conditions set out in the Placing Agreement
"Placing Completion Date"	means any day falling within ten Business Days following the satisfaction of the conditions of the Placing (or such other date as the Company and the Placing Agent may agree) at which completion of the Placing shall take place pursuant to the Placing Agreement
"Placing Price"	HK$0.12 per Placing Share

"Placing Shares"	a maximum of up to 250,000,000 new Shares to be placed pursuant to the Placing Agreement
"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
"Specific Mandate'"	the specific mandate to be sought from the Shareholders at the SGM to grant the authority to the Board for the allotment and issue of the 250,000,000 Placing Shares
"SGM"	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, to approve the Placing Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Placing Shares
"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
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"%" or "per cent."	percentage or per centum

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*