## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

**If you have sold or transferred** all your Shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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# PROSPEROUS INDUSTRIAL (HOLDINGS) LIMITED
# 其利工業集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1731)**

## (1) REPURCHASE MANDATE AND GENERAL MANDATE,
## (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
## (3) DECLARATION OF FINAL DIVIDEND,
## (4) PROPOSED RE-APPOINTMENT OF AUDITOR
## AND
## (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Prosperous Industrial (Holdings) Limited (the "**Company**") to be held at 10:00 a.m. on Wednesday, 17 June 2026, at 40th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong is set forth on pages 16 to 19 to this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case maybe).

**Completion and return of the accompanying form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting of the Company or any adjourned meeting should you so wish.**

**References to time and dates in this circular are to Hong Kong time and dates.**

22 May 2026

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*In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

| | |
|---|---|
| "Annual General Meeting" | the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 17 June 2026, at 40th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong or any adjournment thereof (as the case may be); |
| "Articles" or "Articles of Association" | the amended and restated articles of association of the Company, as amended from time to time; |
| "Board" | the board of Directors; |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC; |
| "Companies Act" | the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended and supplemented or otherwise modified from time to time; |
| "Company" | Prosperous Industrial (Holdings) Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Exchange (stock code: 1731); |
| "Directors" | the directors of the Company; |
| "Exchange" | The Stock Exchange of Hong Kong Limited; |
| "General Mandate" | the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares or to grant any offers, agreements or options which would or might require Shares (including any sale or transfer of Treasury Shares, if any) to be issued, allotted or disposed of not exceeding 20% of the number of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing the resolution approving the said mandate; |
| "Group" | the Company and its subsidiaries; |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong; |

| | |
|---|---|
| "HKSCC" | Hong Kong Securities Clearing Company Limited; |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China; |
| "Latest Practicable Date" | 18 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Exchange; |
| "Memorandum of Association" | the amended and restated memorandum of association of the Company, as amended from time to time; |
| "Notice" | the notice dated 22 May 2026 convening the Annual General Meeting as set forth on pages 16 to 19 to this circular; |
| "Register of Members" | the register of members of the Company maintained by the Registrar in Hong Kong; |
| "Registrar" | the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; |
| "Repurchase Mandate" | the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the number of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the resolution approving the said mandate; |
| "SFO" | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| "Share(s)" | ordinary share(s) of HK$0.01 each in the share capital of the Company; |
| "Shareholder(s)" | the registered holder(s) of the Share(s); |
| "Takeovers Code" | The Code on Takeovers and Mergers; |

| | |
|---|---|
| "Treasury Share(s)" | has the meaning ascribed to it under the Listing Rules; |
| "US$" | United States dollars, the lawful currency of the United States; and |
| "%" | per cent. |

# PROSPEROUS INDUSTRIAL (HOLDINGS) LIMITED
# 其利工業集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1731)**

*Executive Directors:*
Mr. Yeung Shu Kin *(Chairman)*
Mr. Yeung Shu Kai
Mr. Yeung Wang Tony

*Non-executive Directors:*
Mr. Chau Chi Ming
Mr. Shih Chih-Hung

*Independent Non-executive Directors:*
Mr. Chiu Che Chung Alan
Mr. Ho King Fung Eric
Ms. Sze Tak On

*Registered office:*
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Headquarter and principal place of business in Hong Kong:*
Unit 1–2, 1/F, Join-In Hang Sing Centre
71–75 Container Port Road
Kwai Chung
New Territories
Hong Kong

22 May 2026

*To the Shareholders*

Dear Sir or Madam,

## (1) REPURCHASE MANDATE AND GENERAL MANDATE, (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, (3) DECLARATION OF FINAL DIVIDEND, (4) PROPOSED RE-APPOINTMENT OF AUDITOR AND (5) NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

## REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set forth in this circular. In particular, you should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the number of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles and the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set forth in Appendix I to this circular.

## GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of, representing up to 20% of the number of the Shares (including any sale or transfer of Treasury Shares, if any) in issue (excluding Treasury Shares, if any) as at the date of passing of the resolution. As at the Latest Practicable Date, the number of the Shares in issue was 1,120,000,000 and they were all fully paid up. Assuming that there is no change in the number of the Shares in issue during the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the maximum number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 224,000,000 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the General Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

## RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be

eligible for re-election. Therefore, Mr. Shih Chih-Hung and Mr. Ho King Fung Eric will retire from office and, being eligible, for re-election at the Annual General Meeting.

Pursuant to article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Therefore, Mr. Yeung Shu Kai and Mr. Chau Chi Ming will retire from office and, being eligible, for re-election at the Annual General Meeting.

Mr. Ho King Fung Eric, being an independent non-executive Director of the Company, has provided his confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed his commitment in devoting sufficient time as required to discharge his responsibility as a Director. The nomination committee of the Company reviewed his respective skills, knowledge and experience having regard to the director appointment policy and board diversity policy of the Company. It is considered that Mr. Ho has extensive experience in his own field, which will continue to bring valuable contribution to the Board for its efficient and effective functioning. The nomination committee has recommended him to the Board for re-election and the Board has endorsed the recommendation of the nomination committee of the Company that Mr. Ho be proposed to stand for re-election at the Annual General Meeting.

Further information on such retiring Directors proposed to be re-elected is set forth in Appendix II to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

## DECLARATION OF FINAL DIVIDEND

The Directors have resolved to recommend the payment of a final dividend of HK8.5 cents per share (the "**Final Dividend**") to the Shareholders whose names appear on the Register of Members on Monday, 29 June 2026.

The proposed Final Dividend is subject to the approval by the Shareholders at the Annual General Meeting. It is expected that the Final Dividend would be paid to the Shareholders on Friday, 17 July 2026.

## RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Ernst & Young as the independent auditor of the Company for the year ending 31 December 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. The estimated audit fee for the financial year ending 31 December 2026 is expected to be in the range of US$315,000 to US$331,000. The estimated fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and Ernst & Young. The estimate has been determined having regard to, among others, the expected scope of audit work, the Group's organisational structure, the complexity of its operations, applicable financial reporting standards, regulatory

requirements, and the anticipated timeframe for completion of the audit based on the assumption that there will be no material change in the audit scope, financial reporting requirements, group structure, timetable, or other circumstances that may affect the extent of audit work required. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

## ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the grant of the Repurchase Mandate, the grant of the General Mandate, the extension of the General Mandate, the re-election of the retiring Directors and the declaration of final dividend. The Annual General Meeting will be held at 10:00 a.m. on Wednesday, 17 June 2026, at 40th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong.

## PROXY ARRANGEMENT

A form of proxy for the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

## CLOSURE OF REGISTER OF MEMBERS

To determine the eligibility of the Shareholders to attend the 2026 AGM, the Register of Members will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both days inclusive, during which no transfer of shares will be effected. In order to be entitled to attend and vote at the 2026 AGM, all completed transfer forms accompanied with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 June 2026. The Shareholders whose names appear on the register of members of the Company on Wednesday, 17 June 2026 are entitled to attend and vote at the 2026 AGM.

For the purpose of ascertaining Shareholder's entitlement for the Final Dividend, the Register of Members will be closed from Thursday, 25 June 2026 to Monday, 29 June 2026, both days inclusive. To qualify for the Final Dividend, all completed transfer forms accompanied with the relevant share certificates must be lodged with the Company's Hong Kong branch share

register, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

## VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the HKEXnews website and the Company's website after the conclusion of the Annual General Meeting.

## RECOMMENDATION

The Board is of the opinion that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

## RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
**Prosperous Industrial (Holdings) Limited**
**Yeung Shu Kin**
*Chairman*

*This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.*

## PROPOSED REPURCHASE MANDATE

It is proposed that the Directors be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 1,120,000,000 Shares and they were all fully paid up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 112,000,000 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

## REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

## FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which is legally available for such purpose in accordance with its Memorandum of Association, the Articles, the Listing Rules and the Companies Act. Under the Companies Act, Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Memorandum of Association, the Articles and subject to the Companies Act, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Act, out of capital. In accordance with the Companies Act, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

## IMPACT OF REPURCHASE

On the basis of the consolidated financial position of the Company as at 31 December 2025 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. No repurchase would be made by the Company in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

## PRICE OF SHARES

The highest and lowest prices at which the Shares have been traded on the Exchange during each of the previous 12 months were as follows:

| | Share Price | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2025** | | |
| May | 0.85 | 0.74 |
| June | 0.80 | 0.67 |
| July | 0.89 | 0.72 |
| August | 0.91 | 0.79 |
| September | 0.81 | 0.75 |
| October | 0.85 | 0.75 |
| November | 0.80 | 0.74 |
| December | 0.77 | 0.74 |
| **2026** | | |
| January | 0.77 | 0.73 |
| February | 0.82 | 0.71 |
| March | 0.83 | 0.75 |
| April | 0.88 | 0.81 |
| May (up to the Latest Practicable Date) | 0.86 | 0.82 |

## UNDERTAKING

The Directors undertake that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles and the Companies Act and confirm that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

## DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

## TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, as per register required to be kept by the Company under section 336 of the SFO, to the best of the Directors' knowledge, having made reasonable enquiry, the following Shareholders' interests in the issued Shares are as below:

| Name of Shareholder | Capacity | Number of Shares held (Long position) | Approximate percentage of existing shareholding | Approximate percentage of shareholding if the Repurchase Mandate is exercise in full on the date of the Annual General Meeting |
|---|---|---|---|---|
| Prosperous Holdings (Overseas) Limited | Beneficial owner | 588,000,000 | 52.5% | 58.3% |
| Great Pacific Investments Limited | Beneficial owner | 252,000,000 | 22.5% | 25.0% |

In the event that the Directors exercise in full to repurchase Shares under the Repurchase Mandate, the above Shareholders would not be obliged to make a general offer under the Takeover Code.

The Directors have no intention to exercise the Repurchase Mandate to the extent that the purchase would result in the amount of Shares being held by the public to fall below 25% of the total issued share capital of the Company.

## SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company in the six months immediately preceding to the Latest Practicable Date.

## RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting pursuant to the Articles.

### Executive Director

**Mr. YEUNG Shu Kai ("Mr. Philip Yeung")**, aged 66, was appointed as a Director on 1 August 2017 and was re designated as an executive Director on 29 March 2018. Mr. Philip Yeung is also a director of certain subsidiaries of the Group. Mr. Philip Yeung is responsible for overseeing the quality control function of the factories in the PRC and has over 42 years of experience in the manufacturing industry.

He worked as an export assistant at Milagros (Far East) Limited between January 1983 and March 1985. Between April 1985 and June 2004, Mr. Philip Yeung was employed by a subsidiary of the Group as a senior director and was mainly responsible for setting quality assurance policies and procedures for products manufactured. From July 2004, he was employed by another subsidiary of the Group as a senior director for the quality assurance department and was mainly responsible for setting quality assurance policies and procedures for products manufactured.

Mr. Philip Yeung received a diploma in business administration and an advanced diploma in business administration from The Society of Business Practitioners in October 2000 and February 2002, respectively.

Mr. Philip Yeung is the brother of Mr. Yeung Shu Kin, the Chairman and an executive Director, and Mr. Yeung Shu Hung, the Chief Executive Officer, the brother-in-law of Mr. Yeung, a substantial shareholder of the Company, and the uncle of Mr. Yeung Wang Tony, an executive Director, and Mr. Yeung Theodore Tat, the senior management of the Company.

As at the Latest Practicable Date, Mr. Philip Yeung has beneficial interest in 6% of the issued shares of Prosperous Holdings (Overseas) Limited, a substantial shareholder of the Company. Save for disclosed above, he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Philip Yeung has entered into a service contract with the Company for a fixed term of 3 years from 13 July 2018 to 12 July 2021 renewable for successive terms of three years, subject to the retirement by rotation at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Philip Yeung is entitled to receive a basic salary of HK$137,500 per month and discretionary bonus.

**Non-executive Directors**

**Mr. CHAU Chi Ming ("Mr. Chau")**, aged 62, was appointed as non-executive Director on 31 March 2020. He is an executive director, the chief financial officer and a senior director of Finance & Treasury Department of Yue Yuen Industrial (Holdings) Limited ("**Yue Yuen**") a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 551), responsible for daily financial management and treasury functions. He is also a director of certain subsidiaries of Yue Yuen. He was the company secretary of Yue Yuen from 12 January 2014 to 23 March 2016 and 31 July 2019 to 11 August 2023. Mr. Chau had worked in an international bank and gained corporate banking experience before joining Yue Yuen in 1993.

Mr. Chau graduated from The Chinese University of Hong Kong with a Bachelor of Business Administration Degree, majoring in Finance. He is a member of The Hong Kong Institute of Certified Public Accountants and a fellow of The Association of Chartered Certified Accountants of the United Kingdom.

Mr. Chau has entered into a letter of appointment with the Company for a term of one year commencing from 31 March 2020, which may be terminated by not less than one month's notice in writing served by either party to the other and is renewable for successive terms of one year subject to the retirement by rotation at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chau is not entitled to receive any director's fee.

**Mr. SHIH Chih-Hung ("Mr. Shih")**, aged 60, is a vice president of Pou Chen Corporation, a company listed on Taiwan Stock Exchange (stock code: 9904 TSE), responsible for overseeing the global supply chain management function. He is also a director of San Fang Chemical Industry Co., Ltd (a company listed on Taiwan Stock Exchange (stock code: 1307 TSE)) and Nan Pao Resins Chemical Industry Co., Ltd (a company listed on Taiwan Stock Exchange (stock code: 4766 TSE)). Mr. Shih also served as an executive director and the chief financial officer of Yue Yuen Industrial (Holdings) Limited (a company listed on the Stock Exchange (stock code: 551)) from September 2022 to August 2025, an executive director of Eagle Nice (International) Holdings Limited (a company listed on the Stock Exchange (stock code: 2368)) from April 2020 to June 2025, a director of Evermore Chemical Industry Co., Ltd (a company listed on Taiwan Stock Exchange (stock code: 1735 TSE)) from May 2022 to June 2024, and Elitegroup Computer Systems Co., Ltd (a company listed on Taiwan Stock Exchange (stock code: 2331 TSE)) from July 2021 to November 2023. Mr. Shih graduated from Chung Yuan Christian University of Taiwan in 1988 with a Bachelor Degree in Accounting and has extensive experience in corporate governance.

Mr. Shih has entered into a letter of appointment with the Company with a specific term commencing from 31 July 2025 to 30 July 2026, which may be terminated by not less than one month's notice in writing served by either party to the other and is renewable for successive terms of one year subject to the retirement by rotation at the annual general meeting of the

Company in accordance with the articles of association of the Company. Mr. Shih is not entitled to receive any director's fee.

**Independent Non-executive Director**

**Mr. HO King Fung Eric ("Mr. Ho")**, aged 49, has extensive experience in investment banking origination, capital markets, corporate management and legal practice. He is now serving as the senior adviser to the board of directors of Apollo Future Mobility Group Limited, a company listed on the Stock Exchange (stock code: 0860), which he previously held positions of chairman and an executive director from November 2016 to September 2023. In addition, he is a standing committee member of the Beijing Municipal Committee of the Chinese People's Political Consultative Committee.

Mr. Ho graduated from the University of New South Wales, Australia with Bachelor of Commerce (Finance) and Bachelor of Laws degrees. He was admitted as a solicitor in Hong Kong by the Law Society of Hong Kong in November 2005.

Mr. Ho has entered into a letter of appointment with the Company with a specific term commencing from 15 May 2026 to 14 May 2027 renewable for successive terms of one year until terminated by not less than one month's notice in writing served by either party to the other, subject to the retirement by rotation at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Ho is entitled to receive a director's fee of HK$240,000 per annum.

**OTHER INFORMATION**

Save as disclosed above, each of the retiring Directors confirmed that he (i) did not hold any directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with other Directors, senior management or substantial or controlling Shareholders, if any, of the Company (as defined in the Listing Rules); and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the retiring Directors that needs to be brought to the attention of the Shareholders and there was no information relating to the retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

# PROSPEROUS INDUSTRIAL (HOLDINGS) LIMITED
# 其利工業集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1731)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "**Annual General Meeting**") of Prosperous Industrial (Holdings) Limited (the "**Company**") will be held at 10:00 a.m. on Wednesday, 17 June 2026, at 40th Floor, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong for the following purposes:

### ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company and of the auditors of the Company for the financial year ended 31 December 2025;

2. to approve the payment of a final dividend for the year ended 31 December 2025;

3a. (i) to re-elect Mr. Yeung Shu Kai as a director of the Company;

(ii) to re-elect Mr. Chau Chi Ming as a director of the Company;

(iii) to re-elect Mr. Shih Chih-Hung as a director of the Company;

(iv) to re-elect Mr. Ho King Fung Eric as a director of the Company;

3b. to authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors;

4. to re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor of the Company; and

5. "**THAT**:

(a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**") including any sale or transfer of Treasury Shares (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**"), if any), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued (and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

6. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting."

7. "**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares (including any sale or transfer of Treasury Shares) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the

Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing this resolution."

By order of the Board
**Prosperous Industrial (Holdings) Limited**
**Yeung Shu Kin**
*Chairman*

Hong Kong, 22 May 2026

*Notes:*

1. Any shareholders entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A shareholder may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a shareholder.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

3. The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned annual general meeting (as the case maybe) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. The register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 June 2026 for such purpose. The Shareholders whose names appear on the register of members of the Company on Wednesday, 17 June 2026 are entitled to attend and vote at the 2026 AGM.

*As at the date of this notice, the Board comprises Mr. Yeung Shu Kin, Mr. Yeung Shu Kai and Mr. Yeung Wang Tony as executive Directors, Mr. Chau Chi Ming and Mr. Shih Chih-Hung as non-executive Directors and Mr. Chiu Che Chung Alan, Mr. Ho King Fung Eric and Ms. Sze Tak On as independent non-executive Directors.*