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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Prosperity Investment Holdings Limited** (the "**Company**"), you should at once hand this circular together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

PROSPERITY INVESTMENT HOLDINGS LIMITED
嘉進投資國際有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 00310)

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at R1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 September 2025, at 10: 30 a.m. is set out on pages AGM-1 to AGM-5 of this circular. If you do not propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to Tricor Secretaries Limited, the Company's Hong Kong branch share registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10: 30 a.m. on Sunday, 28 September 2025 (Hong Kong time). Delivery of an instrument appointing a proxy does not preclude a Shareholder from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked. This circular is in English and Chinese, in case of any inconsistency, the English version shall prevail.

* *For identification purpose only*

Hong Kong, 8 September 2025

CONTENTS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"Annual General Meeting"	the annual general meeting of the Company to be held at R1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 September 2025 at 10: 30 a.m., notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the 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
"core connected person"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Existing Bye-laws"	the existing bye-laws of the Company
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	3 September 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Repurchase Proposal"	the proposal to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution
"Repurchase Resolution"	the proposed ordinary resolution as referred to in resolution no.4A of the notice of the Annual General Meeting
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	Codes on Takeovers and Mergers and Share Buy-backs
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

PROSPERITY INVESTMENT HOLDINGS LIMITED
嘉進投資國際有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 00310)

Executive Director:
Position Vacant since 10 June 2021

Non-Executive Director:
LAU Tom Ko Yuen *(Chairman)*

Independent Non-Executive Directors:
FENG Nien Shu
LUI Siu Tsuen, Richard
WONG Lai Kin, Elsa
IP Kwok Kwong

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Suite 401, Lansing House
41-47 Queen's Road Central
Central
Hong Kong

Hong Kong, 8 September 2025

To Shareholders,

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) re-election of retiring Directors; and (ii) the granting to the Directors of the general mandates to repurchase Shares and to issue new Shares.

* *For identification purpose only*

1. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of 5 Directors, namely Mr. Lau Tom Ko Yuen (Chairman), being the non-executive Director, Mr. Feng Nien Shu, Mr. Lui Siu Tsuen Richard, Ms. Wong Lai Kin Elsa and Mr. Ip Kwok Kwong, being the independent non-executive Directors.

Pursuant to Bye-law 87(1) of the Company, 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 least once every three years.

In accordance with Bye-law 87(1) of the Company, Ms. Wong Lai Kin, Elsa ("**Ms. Wong**") and Mr. Lau Tom Ko Yuen are due to retire from office by rotation at the Annual General Meeting. The retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

Ms. Wong has served as an independent non-executive Director for more than nine years. She had resigned and been re-elected at the 2022 Annual General Meeting to satisfy the requirements for long-serving independent non-executive Director, over nine years.

The Company, having reviewed the composition of the Board, considers that Ms. Wong, as an independent non-executive Director, is suitable for re-election. This is in line with the approach set out in the nomination policy and the board diversity policy of the Company. Ms. Wong has substantial board experience and a good understanding of the Group's operations. She has contributed significantly to helping the Company achieve high standards of corporate governance and has contributed to the diversity of the Board by bringing her professional experience and independent opinions to the Company.

Ms. Wong was not involved in the day-to-day management of the Company, did not have any family ties with other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of her professional judgment. She has also given an annual confirmation of her independence pursuant to Rule 3.13 of the Listing Rules to the Company. Based on the above, the Board considers Ms. Wong is still independent and believes that Ms. Wong has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company.

Biographical details of the retiring Directors are set out in appendix I to this circular.

2. GENERAL MANDATE TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 28 June 2024, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares of the Company. Such mandate will lapse at the conclusion of the Annual General Meeting. Accordingly, an ordinary resolution will be proposed at the Annual General Meeting to grant a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of the passing of such resolution.

This is an explanatory statement as required to be sent to the Shareholders under the Listing Rules to provide requisite information to you for your consideration of the Repurchase Proposal.

Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 121,132,020 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase up to a maximum of 12,113,202 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

Reasons for Repurchases

The Directors believe that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Existing Bye-laws (or the New Bye-laws, as the case may be) and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company before the shares are repurchased.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2024 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal are to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

Share Price

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

	Highest *HK$*	Lowest *HK$*
2023		
May	0.240 *(Note 1)*	0.190 *(Note 1)*
June	0.220 *(Note 1)*	0.150 *(Note 1)*
July	0.190 *(Note 1)*	0.160 *(Note 1)*
August	0.180 *(Note 1)*	0.150 *(Note 1)*
September	0.180 *(Note 1)*	0.150 *(Note 1)*
October	0.170 *(Note 1)*	0.130 *(Note 1)*
November	0.160 *(Note 1)*	0.120 *(Note 1)*
December	0.120 *(Note 1)*	0.100 *(Note 1)*
2024		
January	0.150	0.100
February	0.100	0.085
March	0.100	0.085
April – December	suspended *(Note 2)*	suspended *(Note 2)*
2025		
January – September (up to and including the Latest Practicable Date)	suspended *(Note 2)*	suspended *(Note 2)*

Notes:

1. Adjustments have been made to the prices of the Shares following the capital reorganisation of the Company becoming effective from 13 December 2023.

2. Trading in the Shares on the Stock Exchange has been suspended with effect from 9: 00 a.m. on Tuesday, 2 April 2024.

Statements by the Directors

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules, the Existing Bye-laws (or the New Bye-laws, as the case may be) and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if it is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

Takeovers Code

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Lau Tom Ko Yuen ("**Mr. Lau**") together with the companies controlled by him is deemed to be interested in 32,029,084 Shares representing approximately 26.44% of the issued capital of the Company. Among 32,029,084 Shares, 5,340,000 and 26,689,084 Shares are beneficially owned by Mr. Lau and All Fame Developments Limited ("**All Fame**") respectively. All Fame is a company beneficially owned as to 100% by Sun Matrix Limited, which in turn is controlled as to 50% by Mr. Lau and 50% by Ms. Lan Yi, the spouse of Mr. Lau.

Accordingly, on the basis that no further Shares are issued or repurchased and there is no change of shareholding structure, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Proposal, the interest of Mr. Lau and All Fame and their associates in the issued share capital of the Company would be increased to approximately 29.38%. Under such circumstances, Mr. Lau and All Fame and parties acting in concert with them would not be obliged to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Proposal. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Proposal, the number of Shares held by the public would not fall below 25%.

Share Repurchase Made by the Company

Neither the Company nor any of its subsidiaries had repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

General

Neither the explanatory statement contained herein nor the Repurchase Proposal has any unusual features.

Ordinary resolutions will also be proposed at the Annual General Meeting granting to the Directors (i) a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution and (ii) subject to the passing of the proposed resolution to approve the aforesaid mandate and the Repurchase Resolution at the Annual General Meeting, adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company up to 10% of the issued share capital of the Company as at the date of the Repurchase Resolution.

The Directors have no present intention to exercise the aforesaid general mandates to issue new Shares or to repurchase Shares.

3. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, *inter alia*, ordinary resolutions to approve the re-election of retiring Directors, the Repurchase Proposal, the general mandate for Directors to issue new Shares and the special resolution to approve the Proposed Amendments and the adoption of the New Bye-laws, is set out on pages AGM-1 to AGM-5 of this circular. Shareholders are advised to read the notice, and if you do not propose to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event before 10: 30 a.m. on Sunday, 28 September 2025 (Hong Kong time). 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 should you so wish.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

4. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to the Existing Bye-laws of the Company. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determination of entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 September 2025 to Tuesday, 30 September 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4: 30 p.m. (Hong Kong time) on Monday, 22 September 2025.

6. RECOMMENDATION

The Directors believe that the re-election of the retiring Directors, the Repurchase Proposal; and the general mandate for Directors to issue new Shares, and the Proposed Amendments and the adoption of the New Bye-laws are all in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

7. 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.

8. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of
Prosperity Investment Holdings Limited
WAN Tat Kay Dominic Savio
Company Secretary

The following are the biographical details of the Directors proposed to be re-elected at the Annual General Meeting:

1. **Mr. Lau Tom Ko Yuen ("Mr. Lau")**, aged 74, was appointed as non-executive Director and subsequently re-designated as executive Director and appointed as chairman of the Company in 2009. In 2010, he was redesignated as non-executive Director and deputy chairman of the Company. He has redesignated as executive Director and appointed as Chairman and Managing Director of the Company on 21 May 2021. He was redesignated as non-executive Director and remained as Chairman on 10 June 2021. He is a member of the remuneration committee and a director of the subsidiaries of the Company. He has over 45 years of international corporate development and management experience in infrastructure developments as well as construction and engineering services involving the road, rail, port, power, telecommunications, mining and resources sectors in the Asia Pacific Region.

   Save as disclosed above, Mr. Lau did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

   As at the Latest Practicable Date, Mr. Lau together with the companies controlled by him is deemed to be interested in 32,029,084 Shares representing approximately 26.44% of the issued capital of the Company. Among 32,029,084 Shares, 5,340,000 and 26,689,084 Shares are beneficially owned by Mr. Lau and All Fame Developments Limited respectively. All Fame Developments Limited is a company beneficially owned as to 100% by Sun Matrix Limited, which in turn is controlled as to 50% by Mr. Lau and 50% by Ms. Lan Yi, the spouse of Mr. Lau.

   Mr. Lau entered into a letter of appointment with the Company for a term commencing from 21 December 2017 and continue until terminated by either party by not less than three months prior written notice or any time agreed by both parties. He is subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the provisions of the Existing Bye-laws. Mr. Lau is entitled to receive a director's fee of HK$200,000 per month since April 2023, which is subject to annual review by the Board under the authority granted by the Shareholders at annual general meeting with reference to his duties and the prevailing market conditions.

   Save as disclosed above, there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

2. **Ms. Wong Lai Kin, Elsa**, aged 59, was appointed as an INED in 2009. She is a member of the audit committee and nomination committee of the Company. She holds a Bachelor and Master degree in Law from The University of Hong Kong, as well as a Master degree in Corporate Finance from The Hong Kong Polytechnic University. Ms. Wong is a solicitor of the Supreme Court of Hong Kong and Supreme Court of England and Wales, a member of the Hong Kong Law Society and Hong Kong Society for Financial Analysts. She is a holder of the Chartered Financial Analyst designation. Ms. Wong has over 30 years of experience in the legal profession, primarily working as corporate counsel and company secretary of Hong Kong listed companies.

   Save as disclosed above, Ms. Wong did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the three years preceding the Latest Practicable Date.

   As at the Latest Practicable Date, Ms. Wong does not have any interest or hold any short position in the Shares or any convertible notes of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Wong is not connected and has no relationship with any directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

   Ms. Wong entered into a letter of appointment with the Company for a term commencing from 21 December 2017 and continue until terminated by either party by not less than three months prior written notice or any time agreed by both parties. Ms. Wong is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Existing Bye-laws. Ms. Wong is entitled to receive a director's fee of HK$100,000 per annum since 2020 which is subject to annual review by the Board under the authority granted by the Shareholders at annual general meeting with reference to her duties and the prevailing market conditions.

   Save as disclosed above, there are no other matters concerning Ms. Wong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wong has confirmed her independence as regards the factors in Rule 3.13 of the Listing Rules. The Board is of the view that Ms. Wong meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. At the Latest Practicable Date, Ms. Wong has served as an independent non-executive Director for more than nine years. During her tenure, Ms. Wong has contributed by providing an independent view, enquiry and oversight in relation to the operations and development of the Group. Together with all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules, the Board believes that Ms. Wong remains independent notwithstanding the length of her service and her knowledge and experience continue to provide significant contribution to the Board and the Shareholders as a whole.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Wong as an independent non-executive Director.

PROSPERITY INVESTMENT HOLDINGS LIMITED
嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 00310)

NOTICE IS HEREBY GIVEN that the annual general meeting of Prosperity Investment Holdings Limited (the "**Company**") will be held at R1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 September 2025 at 10: 30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2024.

2A. To re-elect Mr. Lau Tom Ko Yuen as a non-executive director of the Company;

2B. To re-elect Ms. Wong Lai Kin, Elsa (who has served more than nine years) as an independent non-executive director of the Company; and

2C. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Rongcheng (Hong Kong) CPA Limited (formerly known as CL Partners CPA Limited), as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

* *For identification purpose only*

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

A. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange on which the shares of the Company 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 Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purposes 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 bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

B. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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 bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this resolution 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 of the Company to the holders of shares of the Company on the register 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

C. "**THAT** subject to the passing of ordinary resolutions nos. 4A and 4B set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to ordinary resolution no. 4B set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 4A set out in the notice convening this meeting, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution."

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

Hong Kong, 8 September 2025

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Suite 401, Lansing House
41-47 Queen's Road Central
Central
Hong Kong

Notes:

1. The register of members of the Company will be closed from Tuesday, 23 September 2025 to Tuesday, 30 September 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4: 30 p.m. on Monday, 22 September 2025. The record date is fixed on Tuesday, 30 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.

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 Hong Kong share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 10: 30 a.m. on Sunday, 28 September 2025 (Hong Kong time).

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. 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.