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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 19 JUNE 2023 AND RETIREMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

Prosperous Industrial (Holdings) Limited (the “Company”) is pleased to announce that at the annual general meeting of the Company held on 19 June 2023 (the “AGM”), all the proposed resolutions as set out in the circular (the “Circular”) containing a notice of the AGM dated 27 April 2023 were duly passed by the shareholders of the Company by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		For		Against	
		Number of shares	%	Number of shares	%
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and of auditors of the Company for the year ended 31 December 2022.	842,859,891	100.00	0	0.00
2.	To approve the payment of a final dividend for the year ended 31 December 2022.	842,859,891	100.00	0	0.00

ORDINARY RESOLUTIONS			For		Against	
			Number of shares	%	Number of shares	%
3a.	(i)	To re-elect Mr. Yeung Wang Tony as a director of the Company.	840,252,000	99.69	2,607,891	0.31
	(ii)	To re-elect Mr. Chau Chi Ming as a director of the Company.	840,252,000	99.69	2,607,891	0.31
	(iii)	To re-elect Mr. Liao Yuang-Whang as a director of the Company.	840,252,000	99.69	2,607,891	0.31
3b.	To authorise the board of the Company to fix the remuneration of the directors of the Company.		842,859,891	100.00	0	0.00
4.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of the Company to fix its remuneration.		842,859,891	100.00	0	0.00
5.	To grant a general mandate to the directors to issue new shares of the Company.		840,252,000	99.69	2,607,891	0.31
6.	To grant a general mandate to the directors to repurchase shares of the Company.		842,859,891	100.00	0	0.00
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.		840,252,000	99.69	2,607,891	0.31
SPECIAL RESOLUTION			For		Against	
			Number of shares	%	Number of shares	%
8.	To consider and approve the proposed amendments to the amended and restated memorandum of association and amended and restated articles of association of the Company and to adopt the second amended and restated memorandum and association and second amended and restated articles of association of the Company.		842,859,891	100.00	0	0.00

As at the date of the AGM:

- a. The total number of the Shares in issue and entitling the holders to attend and vote for or against all resolutions at the AGM: 1,120,000,000.
- b. The total number of Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Listing Rules: Nil.
- c. None of the Shareholders has stated their intention in the Circular to vote against any of the resolutions at the AGM.
- d. None of the Shareholders is required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.

As more than 50% of the votes were cast in favour of the proposed resolutions No. 1 to No. 7, all such proposed resolutions were duly passed as the ordinary resolutions of the Company.

As a majority of not less than three-fourths of the votes were cast in favour of the resolution No. 8, the resolution was duly passed as special resolution of the Company.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

Mr. Yeung Shu Kin, Mr. Yeung Shu Kai, Mr. Yeung Wang Tony, Mr. Chau Chi Ming, Mr. Liao Yuang-Wang, Mr. Chiu Che Chung Alan and Mr. Yip Kwok Cheung attended the AGM. Mr. Ko Siu Tak was unable to attend the AGM.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

References are made to the announcement of the Company dated 24 April 2023 and the Circular dated 27 April 2023. Due to his other personal commitment which require more of his dedication, Mr. Ko Siu Tak (“**Mr. Ko**”) retired as an independent non-executive Director of the Company and cease to act as the chairman of the audit committee and a member of the remuneration committee of the Company with effect from the conclusion of the AGM.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Ko for his valuable contributions to the Company and the Board.

## **NON-COMPLIANCE WITH RULES 3.10(1), 3.10(2), 3.10A, 3.21 AND 3.25 OF THE LISTING RULES**

Following the retirement of Mr. Ko, (i) the number of the independent non-executive Directors and the composition of the audit committee and remuneration committee of the Company fell below the minimum number required under Rules 3.10(1), 3.10A, 3.21 and 3.25 of the Listing Rules; and (ii) the Company also failed to meet the requirement of at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules. The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director and of member of the audit committee and remuneration committee of the Company, and will use its best endeavors to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three-months pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 19 June 2023

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Yeung Shu Kin, Mr. Yeung Shu Kai and Mr. Yeung Wang Tony as executive Directors, Mr. Chau Chi Ming and Mr. Liao Yuang-Whang as non-executive Directors and Mr. Chiu Che Chung Alan and Mr. Yip Kwok Cheung as independent non-executive Directors.*