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PROSPERITY GROUP INTERNATIONAL LIMITED

恒昌集團國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1421)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Prosperity Group International Limited (the “**Company**”) dated 18 March 2025 (the “**Announcement**”) in relation to the Placing. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the Placing was completed on 8 April 2025 in accordance with the terms and conditions of the Placing Agreement in which the Placing Agent has successfully placed an aggregate of 25,025,000 Placing Shares, representing (i) approximately 17.65% of the issued share capital of the Company immediately before the Placing; and (ii) approximately 15.00% of the issued share capital of the Company as enlarged by the issue of the 25,025,000 Placing Shares as at the date of this announcement.

The 25,025,000 Placing Shares have been successfully placed to not fewer than six placees at the Placing Price of HK\$0.2 per Placing Share and none of the Placees is a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing. The gross proceeds from the Placing are approximately HK\$5.00 million and the net proceeds from the Placing are approximately HK\$4.62 million (after deduction of placing commission and other related expenses). All the net proceeds from the Placing will be applied for general working capital of the Group.

The shareholding structure of the Company upon completion of the Placing and as at the date of this announcement is set out below:

	Upon completion of the Placing and as at the date of this announcement	
	<i>Number of shares</i>	<i>Approximate %</i>
Directors		
Mr. Liu Yancheng (<i>Note 1</i>)	570,000	0.34%
Ms. Zhang Juanying (<i>Note 2</i>)	375,000	0.22%
Mr. Yao Runxiong (<i>Note 3</i>)	2,108,750	1.26%
Ms. Zhuang Yanzhu (<i>Note 4</i>)	931,500	0.56%
Mr. Wu Yifeng (<i>Note 5</i>)	6,110,000	3.66%
Public Shareholders		
The Placees (<i>Note 6</i>)	25,025,000	15.00%
Other public Shareholders	131,709,950	78.96%
Total	166,830,200	100 %

Notes:

1. Mr. Liu Yancheng is an executive Director and chairman of the Board.
2. Ms. Zhang Juanying is the spouse of Mr. Liu Yancheng.
3. Mr. Yao Runxiong is an executive Director.
4. Ms. Zhuang Yanzhu is the spouse of Mr. Yao Runxiong.
5. Mr. Wu Yifeng is an executive Director.
6. Pursuant to the Placing Agreement, the Placing Agent warrants and undertakes to the Company that it shall use its best endeavours to procure that the Placees will not become a substantial shareholder of the Company (as defined under the Listing Rules) upon Completion. Accordingly, the Placees are public Shareholders upon Completion.

By Order of the Board
Prosperity Group International Limited
Liu Yancheng
Chairman

Hong Kong, 8 April 2025

As at the date of this announcement, the Directors are:

Executive Directors

Mr. Liu Yancheng (*Chairman*)
Mr. Yao Runxiong
Mr. Wu Yifeng

Independent non-executive Directors

Dr. Luo Xiaodong
Mr. Chen Yeung Tak
Mr. Wang Haoyuan
Ms. Chan Sheung Yu