
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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prosperous Future Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, 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.

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PROSPEROUS FUTURE HOLDINGS LIMITED**未來發展控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING
-

A notice convening an annual general meeting of Prosperous Future Holdings Limited to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 19 June 2025 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.pfh.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 10:00 a.m. on Tuesday, 17 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.

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

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

24 April 2025

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DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 19 June 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Associates”	has the meaning ascribed to it under the Listing Rules
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“Company”	Prosperous Future Holdings Limited 未來發展控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution granting the proposed Issuance Mandate

DEFINITIONS

“Latest Practicable Date”	16 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution granting the proposed Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company (excluding Treasury Shares)
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, amended from time to time
“Treasury Shares”	the meaning as ascribed thereto under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD

PROSPEROUS FUTURE HOLDINGS LIMITED

未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

Executive Directors:

Mr. Lau Ka Ho (*Chief Executive Officer*)
Mr. Chan Hoi Tik (*Chief Financial Officer*)

Non-executive Director:

Mr. Sze Wine Him Jaime

Independent Non-executive Directors:

Ms. Chan Sze Man
Ms. Bu Yanan
Mr. Wong Sai Hung

Registered Office:

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

Head Office and Principal Place

of Business in Hong Kong:
17/F., EC Healthcare Tower (Central)
Nos. 19-20 Connaught Road Central
Central
Hong Kong

24 April 2025

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the proposed Issuance Mandate and the proposed Repurchase Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the re-appointment of the Auditors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 June 2024, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares.

Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue new Shares and to repurchase Shares if and when appropriate, separate ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 440,672,200 Shares on the basis that the total number of Shares in issue of 2,203,361,000 Shares remains unchanged as at the date of the AGM). If the Company conducts a share consolidation or sub-division after the Issuance Mandate is granted, the maximum number of Shares that can be issued under the Issuance Mandate will be adjusted so that such maximum number of Shares as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation or sub-division will be the same;
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 220,336,100 Shares on the basis that the total number of shares in issue of 2,203,361,000 Shares remains unchanged as at the date of the AGM). If the Company conducts a share consolidation or sub-division after the Repurchase Mandate is granted, the maximum number of Shares that can be repurchased under the Repurchase Mandate will be adjusted so that such maximum number of Shares as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division will be the same; and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the AGM as set out on pages 18 to 22 of this circular.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Mr. Lau Ka Ho, Mr. Chan Hoi Tik and Ms. Chan Sze Man (collectively the “**Retiring Directors**”) have indicated that they will offer themselves for re-election at the AGM. The Board, upon the recommendation of the Nomination Committee, proposed the Retiring Directors to stand for re-election as Directors at the AGM.

When identifying suitable candidates for directorship, the Nomination Committee carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company’s needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set out in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria as set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders.

LETTER FROM THE BOARD

Ms. Chan Sze Man (“**Ms. Chan**”), who had joined the Company since 20 September 2016, would have been serving as an independent non-executive Director for more than 9 years upon expiry of the term of the existing service contract on 20 September 2025 which is to be renewed subject to her re-election at the AGM. The Company has received from Ms. Chan an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Nomination Committee (other than Ms. Chan who was not counted in the quorum and had abstained from voting on the resolution in relation thereto) has assessed her independence. In considering the re-election of Ms. Chan as independent non-executive Director, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge, length of service and her past performance serving as chairperson of the audit committee and the Nomination Committee and as a member of the remuneration committee of the Company. In assessing the independence of Ms. Chan, the Nomination Committee (other than Ms. Chan) has considered (i) the factors under Rule 3.13 of the Listing Rules; (ii) whether Ms. Chan is capable of bringing fresh perspectives and independent judgment to the Board despite her cognition with the Company’s affairs and management; and (iii) the fact that Ms. Chan did not have any management role in the Group nor any relationship with any Director, senior management, substantial or controlling shareholder of the Company. Based on the above criteria and upon due deliberation, the Nomination Committee (other than Ms. Chan) considered that Ms. Chan had exercised impartial judgment and given independent guidance to the Company during her tenure of office as an independent non-executive Director and demonstrated firm commitments to her various roles, and her long service would not affect her ability to bring fresh perspectives and the exercise of independent and impartial judgment from the perspective of her background coupled with her general understanding of business of the Group. She has contributed to the diversity of the Board in terms of her gender, professional qualification and knowledge. As such, the Nomination Committee (other than Ms. Chan) was satisfied that Ms. Chan is able to continue to independently fulfill her role as an independent non-executive Director and recommended the re-election of Ms. Chan to the Board accordingly.

The Board (including all the independent non-executive Directors other than Ms. Chan) concurred with the view of the Nomination Committee and considered that Ms. Chan Sze Man possesses rich experience in the accounting industry and is able to provide valuable accounting advice to the Company, thus contributing to better corporate governance of the Company. The Board (including all the independent non-executive Directors other than Ms. Chan) is of the view that Ms. Chan has been independent according to the requirements as set out in Rule 3.13 of the Listing Rules. In particular, Ms. Chan does not have any past or present financial or other interest in the business of the Company, or any of its subsidiaries or holding company. Save as serving as an independent non-executive Director, Ms. Chan has not taken up any other positions in the Company, or any of its subsidiaries or holding company. Therefore, the Board concurs with the view of the Nomination Committee and considered that Ms. Chan is independent and therefore recommends the Shareholders to re-elect Ms. Chan as the independent non-executive Director despite the length of her tenure.

A separate ordinary resolution will be proposed at the AGM to re-elect Ms. Chan as independent non-executive Director.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITORS

BDO Limited, will retire as the Auditors at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint BDO Limited as the Auditors and to hold office until the conclusion of the next annual general meeting of the Company.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 18 to 22 of this circular. At the AGM, resolutions will be proposed to approve, inter alia the granting of the general mandates to issue and repurchase Shares, the re-election of Directors and the re-appointment of Auditors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.pfh.hk). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Tuesday, 17 June 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

6. 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 misleading.

7. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions in respect of (i) the granting of the proposed Issuance Mandate and the proposed Repurchase Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the re-appointment of the Auditors, as set out in the notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions approving such matters at the AGM.

8. GENERAL INFORMATION

To the best of the Directors' 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 AGM. Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Prosperous Future Holdings Limited
Lau Ka Ho
Chief Executive Officer and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 2,203,361,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the total number of Shares in issue of the Company remains unchanged as at the date of the AGM, i.e. being 2,203,361,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 220,336,100 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material 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 of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an 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 befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, 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 the Takeovers Code. Accordingly, a Shareholder, or a 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 Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Golden Sparkle Limited, a company controlled by Mr. Lai Wai Lam Ricky, was interested in 552,489,500 Shares, representing approximately 25.07% of the total number of Shares in issue of the Company.

On the basis that (i) the total number of Shares in issue of the Company (being 2,203,361,000 Shares) remains unchanged as at the date of the AGM; and (ii) the shareholding of Golden Sparkle Limited in the Company (being 552,489,500 issued Shares) remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Golden Sparkle Limited in the issued Shares would be increased to approximately 27.86% of the total number of Shares in issue of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

In addition, the Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's number of issued shares would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

Under the Listing Rules, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Treasury Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds any Treasury Shares in treasury, any sale or transfer of Treasury Shares held in treasury will be subject to the terms of the Issuance Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with Central Clearing and Settlement System ("CCASS") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; or (ii) in the case of dividends or distributions, the Company will 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.

As at the Latest Practicable Date, the Company has no Treasury Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

7. MARKET PRICES OF SHARES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.080	0.063
May	0.082	0.069
June	0.082	0.069
July	0.078	0.069
August	0.076	0.055
September	0.080	0.043
October	0.076	0.047
November	0.059	0.044
December	0.071	0.044
2025		
January	0.060	0.045
February	0.073	0.048
March	0.085	0.061
April (up to the Latest Practicable Date)	0.080	0.016

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the 6 months prior to the Latest Practicable Date whether on the Stock Exchange or otherwise.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Articles of Association, are provided below.

(1) **MR. LAU KA HO**

Position and Experience

Mr. Lau Ka Ho (“**Mr. Lau**”), aged 46, was appointed as an executive director, chief financial officer, company secretary, member of nomination committee and member of executive committee of the Company on 24 May 2019. He was also appointed as the member of remuneration committee, chairman of investment and credit committee of the Company on 31 December 2019 and 8 January 2021 respectively. Mr. Lau had been re-designated from the position of Chief Financial Officer to the Chief Executive Officer and resigned as the company secretary on 31 December 2019. He had also been re-designated from the member of executive committee to the chairman of executive committee on 30 June 2021. He is currently the director of certain subsidiaries of the Group. Mr. Lau holds a Master’s degree in business administration from The University of Iowa and a Master’s degree in corporate governance from Hong Kong Metropolitan University. Mr. Lau is a fellow member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. He is also a member of The Hong Kong Institute of Directors and holds a Diploma in Company Direction.

He has more than 15 years of experience in corporate management, corporate finance and corporate secretarial areas.

Mr. Lau was appointed as an independent non-executive director of International Entertainment Corporation (a company listed on the main board of Stock Exchange: stock code: 1009) on 1 June 2020.

He was also appointed as an executive director of Gain Plus Holdings Limited (a company listed on the main board of Stock Exchange: stock code: 9900) on 25 February 2021 and was the company secretary from 3 September 2021 to 12 February 2025.

Save as disclosed above, Mr. Lau has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Mr. Lau and the Company, his current term of office is 3 years from 24 May 2022, unless terminated by either party giving to the other not less than 1 month's prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Lau does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lau had interest of 18,000,000 Shares in the Company within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Lau is entitled to receive a director's fee of HK\$30,000 per month for his service as an executive Director on a 12 months' basis and remuneration of HK\$153,100 per month for his service as the chief executive officer on a 12 months' basis and year end discretionary bonus. Mr. Lau is also eligible to participate in the share option scheme of the Company. The remuneration of Mr. Lau is determined with reference to prevailing market conditions, his experience, duties and responsibilities with the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Lau to be disclosed pursuant to any of the requirements under paragraphs 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules; and there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

(2) MR. CHAN HOI TIK**Position and Experience**

Mr. Chan Hoi Tik (“Mr. Chan”), aged 42, was appointed as an executive director, company secretary, chief financial officer and member of executive committee of the Company on 31 December 2019. Mr. Chan had resigned as the company secretary on 8 January 2021. He was also appointed as a member of investment and credit committee on 15 July 2022. He is currently the director of certain subsidiaries of the Group. Mr. Chan holds a Bachelor’s Degree in Accountancy and Law and a Master’s Degree in Business Administration from the City University of Hong Kong and a Continuing Education Diploma in Tax Advisory. Before joining the Company, Mr. Chan had worked in international accounting firms and as financial management positions in a listed company and private companies. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Chartered Accountants in England and Wales, an associate member of the Chartered Institute of Management Accountant and a Chartered Global Management Accountant. He has over 15 years of experience in accounting and auditing fields.

Mr. Chan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Mr. Chan and the Company, his current term of office is 3 years from 31 December 2022, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Chan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chan had interest of 18,000,000 share options granted by the Company under the share option scheme adopted on 22 June 2011 and expired on 21 June 2021, within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Chan is entitled to receive a director's fee of HK\$72,300 per month on a 13-month basis in addition to discretionary bonus. The monthly director's fee of Mr. Chan had been increased to HK\$75,900 as at 1 January 2024. Mr. Chan is also eligible to participate in the share option scheme of the Company. The remuneration of Mr. Chan is determined with reference to prevailing market conditions, his experience, duties and responsibilities with the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Chan to be disclosed pursuant to any of the requirements under paragraphs 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules; and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(3) MS. CHAN SZE MAN**Position and Experience**

Ms. Chan Sze Man (“**Ms. Chan**”), aged 43, was appointed as an independent non-executive Director on 20 September 2016. She is also the chairman of each of the audit committee and the nomination committee and member of remuneration committee of the Company. Ms. Chan received a Bachelor's Degree in Business Administration (majoring in Accountancy) from The Hong Kong University of Science and Technology. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has over 17 years of experience in accounting and auditing for Hong Kong listed companies and private companies. Ms. Chan is currently a non-executive director of Tongda Group Holdings Limited (a company listed on the main board of the Stock Exchange; stock code: 698) and an independent non-executive director of Chi Kan Holdings Limited (a company listed on the main board of Stock Exchange; stock code: 9913). Ms. Chan has been appointed as an independent non-executive director of Weiye Holdings Limited (a company listed on the main board of Stock Exchange; stock code: 1570) since 30 September 2024.

Save as disclosed above, Ms. Chan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Ms. Chan and the Company, her current term of office is 3 years from 20 September 2022, unless terminated by either party giving to the other not less than 1 month's prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Ms. Chan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract entered between Ms. Chan and the Company, Ms. Chan is entitled to receive a director's fee of HK\$240,000 per annum. Ms. Chan is also eligible to participate in the share option scheme of the Company. The above emoluments of Ms. Chan is determined with reference to prevailing market conditions, her qualifications, experience, duties and responsibilities.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Chan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM

PROSPEROUS FUTURE HOLDINGS LIMITED

未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Prosperous Future Holdings Limited 未來發展控股有限公司 (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 19 June 2025 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2024;
2. To re-elect Mr. Lau Ka Ho as an executive director of the Company;
3. To re-elect Mr. Chan Hoi Tik as an executive director of the Company;
4. To re-elect Ms. Chan Sze Man as an independent non-executive director of the Company who shall have served as an independent non-executive director of the Company for more than 9 years, upon the expiry of the term of her existing service contract on 20 September 2025;
5. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
6. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration;

SPECIAL BUSINESS

As special business, consider and if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

7. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

 - (iii) 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 laws to be held;

8. **THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE AGM

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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 laws to be held; and

NOTICE OF THE AGM

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange); and

- (e) any reference to an allotment, issue, grant, offer, disposal of or dealing with shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.

- 9. **THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidated or subdivision of shares of the Company after the date of passing of this resolution).

By order of the Board

Prosperous Future Holdings Limited

Lau Ka Ho

Chief Executive Officer and Executive Director

Hong Kong, 24 April 2025

NOTICE OF THE AGM

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Tuesday, 17 June 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Friday, 13 June 2025 to Thursday, 19 June 2025 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 12 June 2025.
- d. References to time and dates in this notice are to Hong Kong time and dates.
- e. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned in accordance with the amended and restated articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the amended and restated articles of association of the Company.

As at the date of this notice, the Board comprises (i) two executive Directors, namely Mr. Lau Ka Ho and Mr. Chan Hoi Tik; (ii) one non-executive Director, namely Mr. Sze Wine Him Jaime; and (iii) three independent non-executive Directors, namely Ms. Chan Sze Man, Ms. Bu Yanan and Mr. Wong Sai Hung.