

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PROSPERITY INTERNATIONAL HOLDINGS (H.K.) LIMITED

昌興國際控股(香港)有限公司*

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

(Stock Code: 803)

SECOND SUPPLEMENTAL AGREEMENT TO THE PUT OPTION AGREEMENT IN RELATION TO THE EXTENSION OF THE PUT OPTION PERIOD

Reference is made to the announcements of the Company dated 8 November 2019 and 31 January 2020 (the “**Announcements**”) in relation to, among other things, the entering into of the Put Option Agreement between Prosperity Real Estate, Grand Link Finance Limited and Mr. Wong Ben Koon. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

Pursuant to the Put Option Agreement (as amended by the Supplemental Agreement), the Grantor has unconditionally granted to Prosperity Real Estate an option to require the Grantor to purchase the Target Subsidiary at the Put Option Consideration. The put option is exercisable by Prosperity Real Estate during the period from the date of the Put Option Agreement up to 12 March 2020.

On 12 March 2020, Prosperity Real Estate, Grand Link Finance Limited and Mr. Wong Ben Koon entered into a second supplemental agreement to supplement and revise certain terms of the Put Option Agreement (as amended by the Supplemental Agreement) (the “**2nd Supplemental Agreement**”). Pursuant to the 2nd Supplemental Agreement, the parties have agreed, among others, to amend the terms of the Put Option Agreement (as amended by the Supplemental Agreement) to further extend the expiry date of the put option period to 14 April 2020.

Save as disclosed above, all other terms and conditions in the Put Option Agreement (as amended by the Supplemental Agreement) remain unchanged.

* *For identification purpose only*

REASONS FOR THE FURTHER EXTENSION OF THE PUT OPTION PERIOD

As disclosed in the announcement of the Company dated 31 January 2020, the Company is required to seek approval from the JPLs prior to the exercise of the put option by Prosperity Real Estate. As the JPLs require more time to consider and to approve the exercise of the put option, the parties to the Put Option Agreement have agreed to further extend the expiry date of the put option period to 14 April 2020.

The Directors are of the view that the entering into of the 2nd Supplemental Agreement is in the interests of the Company and the terms of the 2nd Supplemental Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the shares and any other securities of the Company.

By order of the Board
Prosperity International Holdings (H.K.) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
Wong Ben Koon
Chairman

Hong Kong, 12 March 2020

As at the date of this announcement, the executive Directors are Mr. Wong Ben Koon (Chairman), Ms. Gloria Wong, Mr. Xie Qiangming (Chief Executive Officer), Mr. Nie Qiaoming and Mr. Ma Xin; and the independent non-executive Directors are Mr. Zhao Gen, Mr. Guan Guisen and Mr. Yan Xiaotian.