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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)

**RENEWAL OF CONTINUING CONNECTED TRANSACTION AND
ANNUAL CAPS**

INTRODUCTION

Reference is made to the subsection headed “Non-exempted Continuing Connected Transactions” in the Prospectus in relation to the Vietnam Lease Agreements and the Property Management Agreement.

Pursuant to the Vietnam Lease Agreements, Starite Vietnam has leased certain buildings for use in its operation from Pou Sung Vietnam, which are primarily used as factories, office buildings and warehouse for the Vietnam Production Base with a term up to 11 January 2055. In addition to lease payments which had been paid at the beginning of the respective lease terms, Starite Vietnam also pays Pou Sung Vietnam maintenance fees and utilities and other charges on a monthly basis.

Pursuant to the terms of the Property Management Agreement, Pou Sung Vietnam has been providing property management services to Starite Vietnam for the Vietnam Leased Premises.

The annual caps and actual transaction amounts contemplated under the Vietnam Lease Agreements and the Property Management Agreement for each of the three financial years ended 31 December 2018, 2019 and 2020 are set out as below:

Nature of transactions	For the year ended 31 December 2018		For the year ended 31 December 2019		For the year ended 31 December 2020	
	<i>Annual Cap</i>	<i>Actual amount</i>	<i>Annual Cap</i>	<i>Actual Amount</i>	<i>Annual Cap</i>	<i>Actual Amount</i>
Vietnam Lease Agreements						
Maintenance	US\$160,000	US\$157,000	US\$160,000	US\$157,000	US\$160,000	US\$157,000
Utilities and other charges	US\$504,000	US\$478,000	US\$517,000	US\$512,000	US\$569,000	US\$447,000
Property Management Agreement						
Property management fees	<u>US\$153,000</u>	<u>US\$147,000</u>	<u>US\$168,000</u>	<u>US\$160,000</u>	<u>US\$185,000</u>	<u>US\$172,000</u>
Aggregated	<u><u>US\$817,000</u></u>	<u><u>US\$782,000</u></u>	<u><u>US\$845,000</u></u>	<u><u>US\$829,000</u></u>	<u><u>US\$914,000</u></u>	<u><u>US\$776,000</u></u>

For each of the three financial years ended 31 December 2018, 2019 and 2020, none of the actual transaction amounts exceeded their respective annual cap amount.

As Starite Vietnam will continue to use the Vietnam Leased Premises, (i) Starite Vietnam and Pou Sung Vietnam entered into the 2021 Property Management Agreement to ensure the provision of property management services after the expiry of the Property Management Agreement; and (ii) the Company renewed the annual caps in respect of maintenance expense and utilities and other charges under the Vietnam Lease Agreements.

THE 2021 PROPERTY MANAGEMENT AGREEMENT

The principal terms of the 2021 Property Management Agreement are set out as follows:

Parties:	(A) Pou Sung Vietnam (B) Starite Vietnam
Term:	from 1 January 2021 to 31 December 2022
Scope of services:	Pou Sung Vietnam as the service provider will provide property management services to Starite Vietnam as the customer for the Vietnam Leased Premises.
Pricing policy and internal control measures:	the property management fees have been determined with reference to the service provided to Starite Vietnam based on the number of workers at the Vietnam Leased Premises.

The administration department of Starite Vietnam is responsible for providing the number of workers at the end of each month and the finance department will ensure the management services fees are paid in accordance to the 2021 Property Management Agreement. The finance department of the Group will also review the aggregated transaction amount on a monthly basis to ensure the annual cap is not exceeded. In addition, the independent non-executive Directors and the auditors of the Company will review the Transactions and report in the annual reports pursuant to Rule 14A.55 and Rule 14A.56 of the Listing Rules, respectively.

ANNUAL CAPS AND BASIS OF DETERMINATION

The renewed annual caps for the maintenance expense and utilities and other charges under the Vietnam Lease Agreements, and the annual cap for the property management fees under the 2021 Property Management Agreement for each of the two years ending 31 December 2022 are set out as below:

Nature of transactions	Annual cap for the year ending 31 December	
	2021	2022
Vietnam Lease Agreements		
Maintenance	US\$160,000	US\$160,000
Utilities and other charges	US\$550,000	US\$550,000
Property Management Agreement		
Property Management fees	US\$230,000	US\$310,000
Aggregated	<u>US\$940,000</u>	<u>US\$1,020,000</u>

The annual caps were determined after taking account: (i) for the maintenance fees, such fees as set out in the Vietnam Lease Agreements which were negotiated at the time when entering into the agreements with reference to the then prevailing price; (ii) for property management fees, and utilities and other charges, the historical transaction amounts and the expected increase in those fees based on their increasing trends; (iii) the total property area leased by the Group from Pou Sung Vietnam for each of the two years ending 31 December 2022; and (iv) the workers capacity at the Vietnam Production Base.

REASONS AND BENEFITS OF ENTERING INTO THE 2021 PROPERTY MANAGEMENT AGREEMENT AND THE RENEWAL OF ANNUAL CAPS

The entering into of the 2021 Property Management Agreement and the transactions contemplated thereunder and the Renewal of Annual Caps form part of the ordinary business of the Group. It will ensure the smooth operation of the Group's Vietnam Production Base.

The Directors (including independent non-executive Directors) considered that the 2021 Property Management Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group, on normal commercial terms and on terms that are fair and reasonable and in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

Pou Sung Vietnam is a wholly-own subsidiary of Yue Yuen, a substantial shareholder of the Company. Pou Sung Vietnam is therefore an associate of Yue Yuen and accordingly a connected person of the Company. As such, the transaction under the Vietnam Lease Agreements and 2021 Property Management Agreement constitutes continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As (i) the parties under the Vietnam Lease Agreements and the 2021 Property Management Agreement are the same; (ii) all subject matters, in respect of the transactions contemplated under the Vietnam Lease Agreements and the 2021 Property Management Agreement are all related to the Vietnam Lease Premises; and (iii) the transactions contemplated under the Vietnam Lease Agreements and the 2021 Property Management Agreement are within a 12-month period, the transactions under such agreements shall be aggregated pursuant to Rule 14A.81 of the Listing Rules.

Since the applicable percentage ratios in respect of the aggregated annual caps contemplated under the Vietnam Lease Agreements and the 2021 Property Management Agreement, exceed 0.1% and more than HK\$3,000,000, but are less than 5%, the Renewal of Annual Caps and the 2021 Property Management Agreement are subject to the reporting, annual review and announcement requirements but exempt from circular (including independent financial advice) and independent shareholders' approval requirements.

As Mr. Chau Chi Ming, a non-executive Director of the Company, is the company secretary and a senior director of Finance & Treasury Department of Yue Yuen and Mr. Tsai Nai-Yung, a non-executive Director of the Company, is the vice president of Pou Chen Corporation, a controlling shareholder of Yue Yuen, they have a material interest in the 2021 Property Management Agreement and the Renewal of Annual Caps and therefore abstained themselves in the voting on the relevant board resolutions.

GENERAL INFORMATION

The Group is a leading manufacturer that designs, develops and manufactures recreational bags and packs, mainly backpacks, it also provides quality supply chain management services for renowned multinational sports and lifestyle brands.

Pou Sung Vietnam, a company established in Vietnam, is principally engaged in manufacturing and sales of footwear, it operates the Bau Xeo Industrial Zone which is located in Dong Nai Province, Vietnam.

DEFINITIONS

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

“2021 Property Management Agreement”	the property management agreement dated 17 May 2021 between Starite Vietnam and Pou Sung Vietnam
“associate”	has the meaning ascribed thereto under the Listing Rules
“Company”	Prosperous Industrial (holdings) Limited, an exempted company with limited liability incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pou Sung Vietnam”	Pou Sung Vietnam Co., Limited, a company established in Vietnam and a wholly-owned subsidiary of Yue Yuen
“Property Management Agreement”	the property management agreement dated 25 June 2018 between Starite Vietnam and Pou Sung Vietnam
“Prospectus”	Prospectus of the Company dated 28 June 2018
“Renewal of Annual Caps”	the renewal of annual caps in respect of maintenance expenses and utilities and other charges under Vietnam Lease Agreements for the two years ending 31 December 2022
“Starite Vietnam”	Starite International Vietnam Limited, a company established in Vietnam and an indirect wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Vietnam”	the Socialist Republic of Vietnam
“Vietnam Lease Agreements”	the five lease agreements dated 1 May 2011, 1 October 2012, 1 May 2014, 1 July 2015 and 1 July 2016 between Starite Vietnam and Pou Sung Vietnam
“Vietnam Leased Premises”	properties leased under the Vietnam Lease Agreements
“Vietnam Production Base”	the Group’s production base located at Bau Xeo Industrial Zone, Trang Bom District, Dong Nai Province, Vietnam
“US\$”	United States dollars, the lawful currency of the United States of America
“Yue Yuen”	Yue Yuen Industrial (Holdings) Limited, a company incorporated in Bermuda with limited liability and listed on the Stock Exchange (stock: 551)

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

Hong Kong, 17 May 2021

As at the date of this announcement, the Board comprises Mr. Yeung Shu Kin, Mr. Yeung Shu Kai and Mr. Yeung Wang Tony as executive Directors, Mr. Chau Chi Ming and Mr. Tsai Nai-Yung as non-executive Directors and Mr. Chiu Che Chung Alan, Mr. Ko Siu Tak and Mr. Yip Kwok Cheung as independent non-executive Directors.