

*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\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code : 803)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**Meeting**”) of Prosperity International Holdings (H.K.) Limited (the “**Company**”) will be held at Suites 1801-06, 18th Floor, Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 16 August 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution of the Company:

**ORDINARY RESOLUTION**

1. “**THAT**

- (a) the acquisition by Pro-Rise Business Limited of the entire issued share capital of, and the outstanding loan in, Bliss Hero Investment Limited on the terms and conditions of the Guangzhou Properties Agreement (as defined in the circular of the Company dated 30 July 2010 (the “**Circular**”), which has been entered into between Pro-Rise Business Limited, an indirect 53.34%-owned subsidiary of the Company, as purchaser and Splendid City Limited and Cheong Sing Merchandise Agency Limited as vendors (a copy of has been marked “A” and produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), and all transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Guangzhou Properties Agreement.”

By order of the Board

**Prosperity International Holdings (H.K.) Limited**

**Wong Ben Koon**

*Chairman*

Hong Kong, 30 July 2010

\* *For identification purposes only*

**Notes:**

- (a) A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, on a poll, vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the Meeting is enclosed.
- (b) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (c) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (d) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (e) As at the date of this notice, Mr. Wong Ben Koon (Chairman), Mr. Sun Yong Sen (Deputy Chairman), Dr. Mao Shuzhong (Chief Executive Officer), Mr. Kong Siu Keung, Mr. Johannes Petrus Mulder and Ms. Gloria Wong are executive Directors of the Company; Mr. Mo Kwok Choi, Mr. Yuen Kim Hung, Michael and Mr. Yung Ho are independent non-executive Directors of the Company.