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## **PROSPERITY INVESTMENT HOLDINGS LIMITED**

**嘉進投資國際有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 310)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Prosperity Investment Holdings Limited (“the **Company**”) will be held at Suite 103, 1st Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, on Friday, 16 December 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications) as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the sale and purchase agreement dated 27 October 2011 (the “Disposal Agreement”) entered into between Genius Choice Investments Limited (the “Vendor”), an indirect wholly-owned subsidiary of the Company, and Sino Tycoon Investments Limited (the “Purchaser”) (a copy of which, together with the draft shareholders’ agreement (“Shareholders’ Agreement”) in relation to Glorious Bright Limited (“Glorious Bright”) to be executed upon completion of the Disposal Agreement annexed, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “A”) pursuant to which the Vendor agrees to sell seventy per cent (70%) of the issued share capital of Glorious Bright as at completion and HK\$9,800,000 being part of the shareholder’s loans due by Glorious Bright to the Vendor as at completion, the terms and conditions thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “Board”) be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Disposal Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

By Order of the Board  
**Prosperity Investment Holdings Limited**  
**Cheng Hairong**  
*Chairman*

Hong Kong, 30 November 2011

\* *For identification purpose only*

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business  
in Hong Kong:*  
Suite 2701, Shui On Centre,  
6-8 Harbour Road,  
Wanchai,  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong share registrars of the Company, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

*As at the date of this announcement, the Board comprises one executive director, namely Mr. Cheng Hairong, one non-executive director, namely Mr. Lau Tom Ko Yuen and three independent non-executive directors, namely Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard and Ms. Wong Lai Kin, Elsa.*