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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 Thursday, 29 December 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the entering into of the Agency Agreement (as defined in the Circular) in respect of the continuing connected transactions which has been entered into between Prosperity Materials Macao Commercial Offshore Limited (“**Prosperity Macao**”), an indirect subsidiary of the Company and Jiangsu Prosperity Steel Co., Ltd*, (a copy of has been marked “B” and produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) for the period from 15 November 2011 and ending on the earlier of (i) 31 December 2012; and (ii) the date when Prosperity Macao has fulfilled the Contracted Tonnage (as defined in the Circular) (the “**Continuing Connected Transactions**”) be and are hereby approved, confirmed and ratified and the entering into of the Continuing Connected Transactions pursuant to the Agency Agreement be and are hereby approved and confirmed; and that the directors of the Company be and are hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the Continuing Connected Transactions contemplated under the Agency Agreement; and
- (b) the proposed maximum annual monetary values of the Continuing Connected Transactions contemplated under the Agency Agreement for the relevant financial years of the Company during the Agency Period (as defined in the Circular) as set out in the paragraph headed “Annual Caps” in the Letter from the Board contained in the Circular be and are hereby approved.”

* For identification purposes only

2. “**THAT** Mr. Liu Yongshun be re-elected as an executive Director.”

By order of the Board
Prosperity International Holdings (H.K.) Limited
Wong Ben Koon
Chairman

Hong Kong, 6 December 2011

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 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.
- (c) 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.
- (d) 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.
- (e) For the purposes of ascertaining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed during the period between 22 December 2011 and 29 December 2011 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged 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 later than 4:30 p.m. on 21 December 2011.
- (f) The resolutions to be proposed at the Meeting will be decided by way of poll.
- (g) Shareholders are advised to read the circular to the shareholders of the Company dated 6 December 2011 which contains information concerning the resolutions to be proposed in this notice.

- (h) 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. Liu Yongshun, Mr. Johannes Petrus Mulder, Ms. Gloria Wong, and Mr. Kong Siu Keung are executive Directors of the Company; Mr. Liu Benren (Deputy Chairman) is the non-executive Director of the Company; Mr. Yuen Kim Hung, Michael, Mr. Yung Ho, Mr. Chan Kai Nang and Mr. Ma Jianwu are independent non-executive Directors of the Company.