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## **PROSPERITY INTERNATIONAL HOLDINGS (H.K.) LIMITED**

**昌興國際控股(香港)有限公司\*<sup>1</sup>**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 803)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Prosperity International Holdings (H.K.) Limited (the “**Company**”) will be held at Suites 1801-6, 18th Floor, Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 5 September 2011 at 3:00 p.m. for the following purposes:

#### **As ordinary business**

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company (the “**Auditors**”) for the year ended 31 March 2011;
2. To approve the payment of a final dividend of HK2 cents per ordinary share of HK\$0.01 each (“**Share**”) in the share capital of the Company for the year ended 31 March 2011 by way of distribution out of the contributed surplus account of the Company, subject to (i) the shareholders of Prosperity Minerals Holdings Limited (“**PMHL**”), a direct 64.74%-owned subsidiary of the Company, approving its final dividend of US9 cents and special dividend of US9 cents per ordinary share of 1 pence in the share capital of PMHL for the year ended 31 March 2011; and (ii) the passing of special resolution numbered 9 below.
3.
  - (a) To re-elect Mr. Wong Ben Koon as an executive Director.
  - (b) To re-elect Mr. Sun Yong Sen as an executive Director.
  - (c) To re-elect Mr. Kong Siu Keung as an executive Director.
  - (d) To re-elect Mr. Yung Ho as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;

\* for identification purpose only

5. To re-appoint the Auditors and to authorise the Board to fix their remuneration; and

**As special business**

**ORDINARY RESOLUTIONS**

6. To consider and if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in subparagraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”), shall not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 7. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases (the “**Recognised Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.”

8. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions 6 and 7 set out in the notice convening the meeting of which this resolution forms part being passed, the aggregate number of Shares which may be repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the issued share capital of the Company as stated in resolution 7 set out in the notice convening the meeting of which this resolution forms part) shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors under the authority granted pursuant to resolution 6 set out in the notice convening the meeting of which this resolution forms part.”

9. To consider and, if thought fit, pass with or without amendment(s) the following resolution as a special resolution:

“**THAT** with effect on the business day immediately following the date on which this resolution is passed as a special resolution of the Company and subject to due compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda:

- (a) the total amount of HK\$1,000 million standing to the credit of the share premium account of the Company be and is hereby cancelled and the credit arising therefrom be transferred to the contributed surplus account of the Company; and
- (b) the directors of the Company be and are hereby authorized to take any and all steps, and to do and/or procure to be done any and all such acts and things, and to approve, sign and execute any documents which in their opinion may be necessary, desirable or expedient, to implement and carry into effect this resolution.”

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

Hong Kong, 27 July 2011

The Directors as at the date of this notice are:

*Executive Directors:*

Mr. WONG Ben Koon (*Chairman*)

Mr. SUN Yong Sen (*Deputy chairman*)

Dr. MAO Shuzhong (*Chief executive officer*)

Mr. Johannes Petrus MULDER

Ms. Gloria WONG

Mr. KONG Siu Keung

*Non-Executive Director:*

Mr. LIU Benren (*Deputy Chairman*)

*Independent Non-Executive Directors:*

Mr. YUEN Kim Hung, Michael

Mr. YUNG Ho

Mr. CHAN Kai Nang

Mr. MA Jianwu

Dr. LIANG Dunshi

**Notes:**

- (1) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) The register of members will be closed from Thursday, 1 September 2011 to Monday, 5 September 2011 (both days inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting to the Company, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 31 August 2011.
- (6) With respect to the resolution numbered 2 of this notice, the register of members will be closed on Friday, 9 September 2011 for the purpose of ascertaining the entitlement to the final dividend.

In order to qualify for the entitlement of the final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 8 September 2011.

- (7) With respect to the resolution numbered 3 of this notice, Mr. Wong Ben Koon, Mr. Sun Yong Sen, Mr. Kong Siu Keung and Mr. Yung Ho, shall retire and, being eligible, offer themselves for re-election. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 27 July 2011.