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CO-PROSPERITY HOLDINGS LIMITED

協盛協豐控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 707)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Co-Prosperity Holdings Limited (the “**Company**”) will be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 1 June 2012 at 3:15 p.m. or immediately after the conclusion of its annual general meeting scheduled on Friday, 1 June 2012 at 3:00 p.m., to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**, the authorised share capital of the Company be increased from HK\$200,000,000.00 divided into 2,000,000,000 ordinary shares of HK\$0.10 each to HK\$700,000,000.00 divided into 7,000,000,000 ordinary shares of HK\$0.10 each by creation of an additional 5,000,000,000 ordinary shares of HK\$0.10 each.”

Yours faithfully
For and on behalf of the Board of
Co-Prosperity Holdings Limited
Sze Siu Hung
Chairman

Hong Kong, 14 May 2012

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
6th Floor, Comweb Plaza
12 Cheung Yue Street
Lai Chi Kok, Kowloon
Hong Kong

* *For identification purpose only*

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Monday, 28 May 2012 to Friday, 1 June 2012 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for exercising the voting rights of shareholders of the Company at the extraordinary general meeting, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 25 May 2012.
5. Any voting of the meeting should be taken by poll.

As at the date of this notice, Mr. Sze Siu Hung, Mr. Qiu Fengshou, Madam Cai Peilei and Mr. Sze Chin Pang are the executive Directors; and Professor Zeng Qingfu, Professor Zhao Bei and Mr. Lui Siu Keung are the independent non-executive Directors.