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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 Monday, 13 October 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendment as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the letters of guarantee (the “**Letters of Guarantee**”) (copies of which have been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) both dated 2 January 2014 and executed by (i) Shasing Shapheng Dyeing Company Limited (福建協盛協豐印染實業有限公司), a wholly foreign-owned enterprise established in the People’s Republic of China (the “**PRC**”) and indirectly wholly-owned by the Company and (ii) Xuesheng (Shishi) Printing & Knitting Industry Co., Ltd. (協盛(石獅市)染織實業有限公司), a wholly foreign-owned enterprise established in the PRC and indirectly wholly-owned by the Company respectively in favour of Industrial Bank Company Limited# (興業銀行股份有限公司石獅支行) for guaranteeing the liability of Shasing-Shapheng (Quanzhou) Textile Industrial Co., Ltd., a wholly foreign-owned enterprise established in the PRC up to the aggregate amount of RMB150,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

\* For identification purposes only

- (b) any one of more directors of the Company be and are hereby authorised to do all such things and execute all such documents which are of administrative nature as they consider necessary or expedient for the purposes of giving effect to the Letters of Guarantee and the implementation of all transactions contemplated thereby.”

By order of the Board  
**Co-Prosperity Holdings Limited**  
**Sze Siu Hung**  
*Chairman*

Hong Kong, 23 September 2014

*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

*Notes:*

1. A member of the Company entitled to attend and vote at the extraordinary general meeting (the “EGM”) convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company’s articles of association. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
  2. A form of proxy for use at the EGM is enclosed herewith. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
  3. Where there are joint registered holders of any share of the Company (the “Share”), any one of such persons may vote at the EGM, either in person or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders are present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
  4. The voting on the resolution at the EGM will be conducted by way of a poll.
- # English translation of the Chinese name is included in this notice for information purpose only, and should not be regarded as the official English translation of such name.

*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.*