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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 Friday, 19 February 2010 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

“THAT

- (a) the disposal of the entire issued share capital of Upper Value Investments Limited pursuant to the Agreement (as defined in the circular of the Company dated 1 February 2010), which has been entered into between (i) Prosperity Minerals Holdings Limited (“PMHL”), a direct 54.28%-owned subsidiary of the Company, as warrantor; (ii) Pro-Rise Business Limited, a direct wholly-owned subsidiary of PMHL, as vendor and warrantor; and (iii) TCC International Holdings Limited as purchaser, a copy of which has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, and all transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are authorised, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Agreement.”

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

Hong Kong, 1 February 2010

* for identification purpose only

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 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.
- (c) 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.
- (d) 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.
- (e) As at the date of this notice, Mr. Wong Ben Koon (Chairman), Mr. Sun Yong Sen (Deputy Chairman), Mr. Mao Shuzhong (Chief Executive Officer) and Mr. Kong Siu Keung are executive Directors of the Company; Mr. Mo Kwok Choi, Mr. Yuen Kim Hung, Michael and Mr. Yung Ho are independent non-executive Directors of the Company.