

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 Monday, 12 July 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the iron ore master off-take agreement (the “**Master Off-take Agreement**”) dated 31 May 2010 entered into between Prosperity Macao Commercial Offshore Limited (“**Prosperity Macao**”), an indirect 53.89%-owned subsidiary of the Company, and Grace Wise Pte Limited (“**Grace Wise**”) in respect of the purchases of iron ore from Grace Wise by Prosperity Macao (a copy of which is produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder or incidental thereto subject to the proposed annual caps for the period from 1 May 2010 to 31 March 2011 and the two financial years of the Company ended 31 March 2012 and 31 March 2013 set out therein be and are hereby approved, confirmed and ratified, and the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection or to implement and/or to give effect to the Master Off-take Agreement and the transactions contemplated thereunder.

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

Hong Kong, 24 June 2010

*\* For identification purposes 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), Mr. Kong Siu Keung, Mr. Johannes Petrus Mulder and Ms. Gloria Wong 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.