
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prosperity International Holdings (H.K.) Limited (the “**Company**”), you should at once hand this supplemental circular and the accompanying second form of proxy (the “**Second Proxy Form**”) to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR OF THE COMPANY
DATED 5 AUGUST 2010 RELATING TO, AMONG OTHER THINGS,
RE-ELECTION OF RETIRING DIRECTORS;
AT THE 2010 ANNUAL GENERAL MEETING
AND
NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 5 August 2010 (the “**Circular**”). The notice convening an annual general meeting of the Company to be held at Suites 1801-6, 18th Floor, Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 20 September 2010 at 3:00 p.m. (the “**AGM**”) is enclosed with this supplemental circular. A Second Proxy Form for use at the AGM is also enclosed with this supplemental circular. Such Second Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying Second Proxy Form in accordance with the instructions printed thereon to Prosperity International Holdings (H.K.) Limited’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *for identification purpose only*

20 August 2010

LETTER FROM THE BOARD



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)

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and principal place of
business in Hong Kong:*

Suites 1801-6, 18th Floor, Tower 2
The Gateway
25 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

20 August 2010

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR OF THE COMPANY
DATED 5 AUGUST 2010 RELATING TO, AMONG OTHER THINGS,
RE-ELECTION OF RETIRING DIRECTORS;
AT THE 2010 ANNUAL GENERAL MEETING
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 5 August 2010 (the “**Circular**”) which contains, among other matters, information of the re-election of Directors at the AGM. Unless otherwise stated, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors and the postponement of the AGM, and to give you a notice convening the postponed AGM which superseded the notice convening the AGM dated 5 August 2010 (the “**Notice of AGM**”).

PROPOSED RE-ELECTION OF DIRECTORS

Since the despatch of the Circular on 5 August 2010, the Board announced the appointment of Mr. Liu Benren as non-executive Director of the Company, Mr. Chan Kai Nang, Mr. Ma Jianwu and Dr. Liang Dunshi as independent non-executive Directors of the Company effective from 17 August 2010.

Pursuant to Bye-law no. 86(2) of the Bye-laws, Mr. Liu Benren, Mr. Chan Kai Nang, Mr. Ma Jianwu and Dr. Liang Dunshi, being the Directors appointed by the Board during the year, will retire from their offices at the AGM, and, being eligible, will offer themselves for re-election.

Particulars relating to Mr. Liu Benren, Mr. Chan Kai Nang, Mr. Ma Jianwu and Dr. Liang Dunshi are set out below:

1. Mr. Liu Benren

Mr. Liu Benren, aged 67, graduated from Wuhan Scientific and Technology University (formerly known as Wuhan Institute of Metallurgy) in 1965 with a bachelor’s degree in steel rolling and obtained a postgraduate qualification from the Central Communist Party School in 1986. Mr. Liu is a professor-level senior engineer. Mr. Liu is currently a non-executive director of Fosun International Limited, a listed company on the Stock Exchange (Stock Code: 656), an external director of Shenhua Group Corporation Limited and a non-executive director of China Shenhua Energy Company Limited, a listed company on the Stock Exchange (Stock Code: 1088).

Mr. Liu had previously served as non-executive director and the chairman of China Metallurgical Group Corporation, a non-executive director and the chairman of Metallurgical Corporation of China Ltd, a listed company on the Stock Exchange (Stock Code: 1618) and an independent non-executive director of Prosperity Minerals Holdings Limited, a direct 52.35%-owned subsidiary of the Company whose shares are currently listed on the Alternative Investment Market of the London Stock Exchange. Apart from the aforementioned directorships, Mr. Liu had served as manager of Wuhan Hot Rolling Plant, vice chief engineer, director of production department, deputy manager and general manager of Wuhan Iron and Steel (Group) Corporation and the chairman of the board of directors of Wuhan Iron and Steel Co., Limited, a listed company on the Shanghai Stock Exchange.

Save as disclosed above, Mr. Liu has not held any directorship in other listed public companies in the last three years preceding the date of his appointment as a Director, nor does he hold any other positions with the Company and other members of the Company’s group.

Mr. Liu appointed for a term of 3 years commencing on 17 August 2010. Mr. Liu is subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to a director’s fee of HK\$1,000,000 per annum (subject to annual review by the Board and the remuneration committee), which is determined with reference to his job responsibility with the Company’s group and the prevailing market rate of his position.

LETTER FROM THE BOARD

Mr. Liu has not entered into or proposed to enter into any service agreements with the Company or any member of the Group other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

Mr. Liu does not have any relationship with any director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, nor does he have any interests (within the meaning of Part XV of the SFO) in the securities of the Company as at his appointment as a Director.

Save as disclosed above, the Board is not aware of any other information in relation to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of Shareholders in relation to Mr. Liu's appointment.

2. Mr. Chan Kai Nang

Mr. Chan Kai Nang, aged 64, holds a diploma in management studies from The University of Hong Kong and a bachelor's degree in Law from the University of London. Mr. Chan is an associate member of The Chartered Institute of Management Accountants in the United Kingdom, a fellow member of The Association of Chartered Certified Accountants in the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has been appointed as an independent non-executive director of Asian Capital Holdings Limited, a listed company on the GEM of the Stock Exchange (GEM Stock Code: 8295), since 4 June 2010. Mr. Chan is also currently an independent non-executive director of Soundwill Holdings Limited, a listed company on the Stock Exchange (Stock Code 878). Mr. Chan was the Deputy Chief Executive of the then Land Development Corporation. He was an executive director and the managing director of the construction materials division of K. Wah Construction Materials Limited (currently known as Galaxy Entertainment Group Limited), a listed company on the Stock Exchange (Stock Code: 27), until 1 May 2008.

Save as disclosed above, Mr. Chan has not held any directorship in other listed public companies in the last three years preceding the date of his appointment as a Director, nor does he hold any other positions with the Company and other members of the Company's group.

Mr. Chan has been appointed for a term of 3 years commencing on 17 August 2010. Mr. Chan is subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to an annual director's fee of HK\$500,000 until the Company in a general meeting determines otherwise. Mr. Chan does not have any relationship with any director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, nor does he have any interests (within the meaning of Part XV of the SFO) in the securities of the Company as at the date of his appointment as a Director.

Save as disclosed above, the Board is not aware of any other information in relation to Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of Shareholders in relation to Mr. Chan's appointment.

LETTER FROM THE BOARD

3. Mr. Ma Jianwu

Mr. Ma Jianwu, aged 61, worked as a deputy general manager of Guangzhou Iron & Steel Enterprises Group Co., Ltd. and executive deputy general manager, general manager, vice chairman and party committee secretary of Guangzhou Iron and Steel Co., Ltd., a listed company on the Shanghai Stock Exchange, before joining the Company.

Save as disclosed above, Mr. Ma has not held any directorship in other listed public companies in the last three years preceding the date of his appointment as a Director, nor does he hold any other positions with the Company and other members of the Company's group.

Mr. Ma has been appointed for a term of 3 years commencing on 17 August 2010. Mr. Ma is subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to an annual director's fee of HK\$180,000 until the Company in a general meeting determines otherwise. Mr. Ma does not have any relationship with any director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, nor does he have any interests (within the meaning of Part XV of the SFO) in the securities of the Company as at the date of his appointment as a Director.

Save as disclosed above, the Board is not aware of any other information in relation to Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of Shareholders in relation to Mr. Ma's appointment.

4. Dr. Liang Dunshi

Dr. Liang Dunshi, aged 47, holds and a doctorate degree in Engineering from China University of Mining and Technology. Dr. Liang had served as chief economist of the China Huaxing Asset Management Limited, deputy director of the coal section of the fuel department under the Ministry of Material Supplies of the People's Republic of China (the "PRC") and director of the coal section of non-metallic materials flow department under the Ministry of Domestic Trade of the PRC and has engaged in the management of coal distribution and fuel flow on a nationwide basis.

Save as disclosed above, Dr. Liang has not held any directorship in other listed public companies in the last three years preceding the date of his appointment as a Director, nor does he hold any other positions with the Company and other members of the Company's group.

Dr. Liang has been appointed for a term of 3 years commencing on 17 August 2010. Dr. Liang is subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to an annual director's fee of HK\$200,000 until the Company in a general meeting determines otherwise. Dr. Liang does not have any relationship with any director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, nor does he have any interests (within the meaning of Part XV of the SFO) in the securities of the Company as at the date of his appointment as a Director.

Save as disclosed above, the Board is not aware of any other information in relation to Dr. Liang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of Shareholders in relation to Dr. Liang's appointment.

LETTER FROM THE BOARD

Including Mr. Liu, Mr. Chan, Mr. Ma and Dr. Liang, there would be nine Directors standing for re-election at the AGM.

POSTPONEMENT OF THE AGM

In order to provide sufficient time for the Shareholders to consider the above additional information about the re-election of Directors, the AGM will be postponed and will be held at Suites 1801-6, 18th Floor, Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 20 September 2010 at 3:00 p.m.. A notice convening the postponed AGM which superseded the Notice of AGM is set out on pages 8 to 12 of this supplemental circular.

ACTION TO BE TAKEN

Since the proxy form (the “**First Proxy Form**”) sent together with the Circular does not contain the proposed resolutions for the re-election of Mr. Liu Benren, Mr. Chan Kai Nang, Mr. Ma Jianwu and Dr. Liang as Directors as set out in this supplemental circular, the Second Proxy Form has been prepared and is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, being Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

A Shareholder who has not yet lodged the First Proxy Form with the Company’s branch share registrar is requested to lodge the Second Proxy Form if it/he/she wishes to appoint proxies to attend the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company’s branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company’s branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by it/him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM (other than those referred to in the Notice of AGM and the First Proxy Form) including the resolution for the re-election of Director set out in this supplemental circular.
- (ii) **If the Second Proxy Form is lodged with the Company’s branch share registrar 48 hours prior to the time appointed for holding the AGM (the “Closing Time”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by it/him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**

LETTER FROM THE BOARD

- (iii) **If the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, provided that the Second Proxy Form is lodged with the Company's branch share registrar within 2 hours prior to the time appointed for holding the AGM, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

RECOMMENDATIONS

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Liu Benren, Mr. Chan Kai Nang, Mr. Ma Jianwu and Dr. Liang as Directors is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Prosperity International Holdings (H.K.) Limited
WONG Ben Koon
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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 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, 20 September 2010 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 2010;
2. To declare a final dividend of HK 2 cents per ordinary share for the year ended 31 March 2010, subject to the shareholders of Prosperity Minerals Holdings Limited (“**PMHL**”), a 52.35%-owned subsidiary of the Company, approving its final dividend for the year ended 31 March 2010. To declare a final dividend of HK 1 cent per ordinary share for the year ended 31 March 2010, in the event that the shareholders of PMHL do not approve the declaration of the said final dividend;
3.
 - (a) To re-elect Mr. Kong Siu Keung as an executive Director.
 - (b) To re-elect Mr. Yuen Kim Hung, Michael as an independent non-executive Director.
 - (c) To re-elect Dr. Mao Shuzhong as an executive Director.
 - (d) To re-elect Mr. Johannes Petrus Mulder as an executive Director.
 - (e) To re-elect Ms. Gloria Wong as an executive Director.
 - (f) To re-elect Mr. Liu Benren as a non-executive Director.
 - (g) To re-elect Mr. Chan Kai Nang as an independent non-executive Director.
 - (h) To re-elect Mr. Ma Jianwu as an independent non-executive Director.
 - (i) To re-elect Dr. Liang Dunshi as an independent non-executive Director.

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
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 of the Company (the “**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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

NOTICE OF ANNUAL 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.”

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

Hong Kong, 20 August 2010

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and principal place of
business in Hong Kong:*
Suites 1801-6, 18th Floor, Tower 2 The Gateway
25 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

As at the date of this notice, the executive directors of the Company are 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, the non-executive director is Mr. Liu Benren (Deputy Chairman) and the independent non-executive directors are Mr. Yuen Kim Hung, Michael, Mr. Yung Ho, Mr. Chan Kai Nang, Mr. Ma Jianwu and 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 Monday, 13 September 2010 to Monday, 20 September 2010 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed 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 4:00 p.m. on Friday, 17 September 2010.

- (6) With respect to the resolution numbered 3 of this notice, Mr. Kong Siu Keung, Mr. Yuen Kim Hung, Michael, Dr. Mao Shuzhong, Mr. Johannes Petrus Mulder, Ms. Gloria Wong, Mr. Liu Benren, Mr. Chan Kai Nang, Mr. Ma Jianwu and Dr. Liang Dunshi 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 5 August 2010 and the supplemental circular of the Company dated 20 August 2010.