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## **PROSPERITY INVESTMENT HOLDINGS LIMITED**

**嘉進投資國際有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 310)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Prosperity Investment Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on 31 December 2015 at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the IM Agreement as defined in the circular of the Company dated 14 December 2015 (the “**Circular**”) (a copy of each of the IM Agreement and the Circular having been produced at the meeting and marked “A” and “B” respectively and each initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed;
- (b) the proposed Annual Caps, as described in the Circular, for the remuneration payable under the IM Agreement be and are hereby approved; and

\* *For identification purpose only*

- (c) the board of directors of the Company be and is hereby authorised to execute all such documents and agreements and do such acts or things as it may in its discretion consider to be necessary, desirable or expedient to implement and/or give effect to the terms of the IM Agreement.”

By Order of the Board  
**PROSPERITY INVESTMENT HOLDINGS LIMITED**  
**Cheng Hairong**  
*Chairman and Executive Director*

Hong Kong, 14 December 2015

*Notes:*

1. Any shareholder entitled to attend and vote at the special general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy together with 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 Share Registrar in Hong Kong, Tricor Secretaries Ltd. at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the special general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy will not preclude a shareholder from attending and voting in person at the special general meeting and in such event, the instrument in which a proxy is appointed shall be deemed to be revoked and void.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders are present at the special general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be counted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the special general meeting is attached herewith.
6. Any voting at the special general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
8. In the event of inconsistency, the English text of this notice and the attached form of proxy shall prevail over the Chinese text.

*As at the date of this announcement, the Board comprises one executive director, namely Mr. Cheng Hairong, one non-executive director, namely Mr. Lau Tom Ko Yuen and three independent non-executive directors, namely Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard and Ms. Wong Lai Kin, Elsa.*