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 12:00 noon on Thursday, 9 July 2009 at Colourful Year Seafood Restaurant at 3rd Floor, Winfield Commercial Building, 6-8A Prat Avenue, Tsim Sha Tsui, Kowloon, Hong Kong to consider and, if thought fit, pass the following resolutions (with or without modifications) as an ordinary resolution and a special resolution of the Company respectively:—

ORDINARY RESOLUTION

(A) "**THAT**, the distribution out of the contributed surplus account of the Company of HK$0.67 per share to shareholders of the Company, whose names appear on the register of members of the Company on Wednesday, 15 July 2009 (the "**Distribution**") be and is hereby approved."

SPECIAL RESOLUTION

(B) "**THAT**, conditional upon compliance with Section 46(2) of the Companies Act 1981 of Bermuda, the entire amount standing to the credit of the share premium account of the Company as at the date of this meeting be cancelled (the "**Share Premium Reduction**") on the next business day immediately following the date of passing this special resolution and the amount reduced be transferred in full to the contributed surplus account of the Company."

By Order of the Board
LAM Kwing Wai, Alvin Leslie
Chairman

Hong Kong, 16 June 2009

* *For identification purpose only*

Notes:

1. Any member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxy to attend (if such member is the holder of two or more shares of the Company) and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong share registrar of the Company, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof, should he so wish.

3. Delivery of an instrument appointing a proxy should 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 instrument appointing a proxy shall be deemed to be revoked.

4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by way of a poll.

As at the date of this announcement, the Executive Directors are Mr. Lam Kwing Wai, Alvin Leslie and Mr. Cheuk Yuk Lung, the Independent Non-Executive Directors are Mr. Chan Siu Wing, Raymond, Mr. Yan Mou Keung, Ronald and Mr. Chan Fai Yue, Leo.

This announcement is also available for viewing on the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.irasia.com/listco/hk/prosperityinv/index.htm