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SINO PROSPER HOLDINGS LIMITED
中盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sino Prosper Holdings Limited (“Company”) will be convened at 2/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 10:30 a.m. on Friday, 25 September 2009 or shortly before or after such time, which falls immediately after the conclusion of the annual general meeting of the Company convened to be held on the same date and place at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution (with or without modifications):

‘THAT

- (a) the acquisition agreement (“Acquisition Agreement”) dated 17 April 2009 and entered into between (i) Sino Prosper (States Gold) Investment Limited (“Sino Prosper SG”), a wholly-owned subsidiary of the Company as purchaser; and (ii) Mr. Leung Ngan Man (“Vendor”), the chairman and an executive director of the Company as vendor, in relation to the acquisition (“Acquisition”) of the entire issued share capital of Nice Think Group Limited and all obligations, liabilities and debts owing or incurred by Nice Think Group Limited to Mr. Leung on or at any time prior to the completion of the Acquisition (copy of which Acquisition Agreement has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), as set out in the circular (“Circular”) of the Company dated 31 August 2009 (copy of which Circular has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby be and they are hereby approved;
- (b) the issue of the Convertible Bonds (as defined in the Circular) in favour of the Vendor as part of the consideration for the Acquisition as set out in the Circular, on or subject to the terms of the Acquisition Agreement, be and it is hereby approved;

- (c) the execution of the Promissory Note (as defined in the Circular) by Sino Prosper SG (or the Company (if mutually agreed by both parties)) in favour of the Vendor as part of the consideration for the Acquisition as set out in the Circular, on and subject to the terms and conditions of the Acquisition Agreement, be and it is hereby approved;
- (d) the directors (“Directors”) of the Company (or a duly authorised committee thereof) be and they are hereby authorised to allot and issue the Conversion Shares (as defined in the Circular) upon the exercise of the conversion rights attaching to the Convertible Bonds;
- (e) the Directors (or a duly authorised committee thereof) be and they are hereby authorised to amend the terms and conditions of the Convertible Bonds before or after the issue of the Convertible Bonds as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company;
- (f) the Directors (or a duly authorised committee thereof) be and they are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Directors (or a duly authorised committee thereof), are necessary, appropriate, desirable or expedient to give effect to or implement the terms of the Acquisition Agreement, the issue of the Convertible Bonds, the allotment and issue of the Conversion Shares and the execution of the Promissory Note or any of the transactions contemplated under the Acquisition Agreement and to agree such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.’

Yours faithfully,
By Order of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

Hong Kong, 31 August 2009

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Units 1702-04, 17/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not to be a Shareholder.
- (2) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) 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 were solely entitled thereto to if more than one of such joint holders are present at the above 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.
- (5) In accordance with the Listing Rules, the Vendor and his associate shall abstain from voting on the resolution in relation to the Acquisition as set out in this notice and the resolution shall be voted on by way of a poll.

As at the date of this notice, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Ng Kwok Chu Winfield, Mr. Yeung Kit and Mr. Wong Wa Tak, and the independent non-executive Directors of the Company are Mr. Chan Sing Fai, Mr. Cai Wei Lun and Dr. Leung Wai Cheung.