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CAPITAL PROSPER LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 1003)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Capital Prosper Limited (the "Company") will be held at 9:30 a.m. on Friday, 17 September 2004 at Ming Room I, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. THAT:

- (a) the sale and purchase agreement (the "**Sale and Purchase Agreement**") dated 20 July 2004 (a copy of which is tabled at the meeting and marked "A" and initialised by the chairman of the meeting for identification purpose) entered into between Prosper Overseas Limited ("**Prosper Overseas**"), Mr. Leung Wai Ho, Mr. Wong Chung Shun and I Agent Limited (together, the "**Vendors**") in respect of the acquisition by Prosper Overseas from the Vendors of the entire issued share capital of GFT Holding Limited at a consideration of HK\$5 million to be satisfied as to HK\$2.5 million by cash and as to HK\$2.5 million by the issue of a series of convertible notes in the aggregate principal amount of HK\$2.5 million to the Vendors and/or their nominee(s) (the "**Convertible Notes**") (the form of which is tabled at the meeting and marked "B" and initialised by the chairman of the meeting for identification purpose) subject to the terms and conditions of the Sale and Purchase Agreement be and is hereby ratified, confirmed and approved;
 - (b) the directors of the Company be and are hereby authorised to issue the Convertible Notes and allot and issue shares of the Company upon the exercise of the conversion rights under the Convertible Notes on and subject to the terms and conditions thereof; and
 - (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and completion of the Sale and Purchase Agreement."
2. "**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme (a copy of which is tabled at the meeting and marked "C" and initialised by the chairman of the meeting for identification) ("**Share Option Scheme**"), the rules of the Share Option Scheme be and are hereby approved and adopted."

By Order of the Board
Wah Luk Tak
Company Secretary

Hong Kong, 30 August 2004

Notes:

1. Any member of the Company entitled to attend and vote at the meeting to be convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy in respect of the special general meeting is enclosed. Whether or not you intend to attend the meeting in person, you are requested to duly complete, sign and return the form of proxy in accordance with the instructions printed thereon.
3. 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 of that power of attorney or authority must be lodged at the head office and principal place of business in Hong Kong of the Company at Unit A9, 3/F., Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong, not less than 48 hours before the time appointed for the meeting or adjourned meeting.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Completion and return of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting should he so wish.
6. Pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Mr. Leung Wai Ho, Mr. Wong Chung Shun and their respective associates (within the meaning of the Listing Rules) will abstain from voting on the above ordinary resolution no.1 and voting on such resolution will be conducted by way of poll.

As at the date of this announcement, the Board comprises Mr. Leung Wai Ho, Mr. Wong Chung Shun and Mr. Ha Kee Choy, Eugene as executive directors and Mr. Chui Chi Yun, Robert and Mr. Lam Kwok Cheong as independent non-executive directors.