



CAPITAL PROSPER LIMITED

興旺行有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 1003)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Capital Prosper Limited (the "Company") will be held at Ming Room I, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Tuesday, 5 July, 2005 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and the auditors of the Company (the "Auditors") for the year ended 31 December 2004.
2. To re-elect Directors and to authorise the board of Directors to fix the Directors' remuneration.
3. To re-appoint Auditors and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if though it, to pass with or without modification the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

4. "THAT:

- (a) subject to paragraph (c) below of Resolution number 4, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below of Resolution number 4) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of Resolution number 4 shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above of Resolution number 4, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below of Resolution number 4);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company (the "Bye-Laws"),

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution number 4 and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution number 4:

"Relevant Period" means the period from the passing of this Resolution number 4 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this Resolution number 4 by an ordinary resolution of the Shareholders in general meeting.

"Rights Issue" means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 outside Hong Kong applicable to the Company)."

5. "THAT:

- (a) subject to paragraph (b) below of Resolution number 5, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below of Resolution number 5) of all the powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (a) above of Resolution number 5 shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution number 5 and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution number 5:
"Relevant Period" means the period from the passing of this Resolution number 5 until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution number 5 by an ordinary resolution of the Shareholders in general meeting."

6. "THAT conditional upon the passing of Resolutions number 4 and 5 as set out above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to Resolution number 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution number 5 above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution."

By Order of the Board of
Capital Prosper Limited
Wah Luk Tak
Company Secretary

Hong Kong, 29 April 2005

Notes:

1. A form of proxy for use at the annual general meeting is enclosed.
2. A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one proxy or more proxies to attend and vote instead of him at the meeting. A proxy need not be a member of the Company.
3. To be valid, a form of proxy together with a 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 with the principal place of business in Hong Kong 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 holding the annual general meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting at the annual general meeting (or any adjournment thereof) in person.
4. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. Concerning Ordinary Resolution No.2 above, Mr. Lam Kwok Cheung will retire by rotation, and Mr. Ha Kee Choy, Eugene, Mr. Chui Chi Yun, Robert and Mr. Lai Wing Leung, Peter, who were newly appointed during the period from the last AGM held on 8 June 2004 to the date of this notice will retire at the forthcoming AGM. All above retiring directors, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix I to the circular.
6. An explanatory statement containing further details regarding Resolution number 5 above is set out in the appendix II to the circular of the Company of which this notice forms part.

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, Mr. Lam Kwok Cheong and Mr. Lai Wing Leung, Peter as independent non-executive directors.

* For identification purposes only