



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 Monday, 7 February 2005 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 the following ordinary resolution:

ORDINARY RESOLUTION

" THAT:

- (a) the general mandate granted to the directors of the Company ("**Directors**") to exercise the powers of the Company to allot and issue shares in the capital of the Company ("**Shares**") as approved by the shareholders of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 8 June 2004 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this Resolution shall authorize the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (d) 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 (b) of this Resolution, otherwise than pursuant to
 - (i) a Rights Issue (as defined in paragraph (e) below of this Resolution);
 - (ii) the exercise of any rights of subscription or conversion under terms of any warrants, bonds, debentures, notes and other 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; or
 - (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,shall not exceed in total 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;
- (e) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- iii. the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company 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 of fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company); and

- (f) the powers of the Company referred to in paragraph (b) of this Resolution 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 the general mandate to repurchase shares given by the Company to the Directors from time to time (subject to a maximum number equivalent to ten per cent. of the then existing issued share capital of the Company)."

By Order of the Board
Wah Luk Tak
Company Secretary

Hong Kong, 20 January 2005

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 Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Mr. Leung Wai Ho and Mr. Wong Chung Shun and their respective associates will abstain from voting on the above ordinary resolution 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, Mr. Lam Kwok Cheong and Mr. Lai Wing Leung, Peter as independent non-executive directors.