



CAPITAL PROSPER LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 1003)

RESULTS OF THE SPECIAL GENERAL MEETING

The ordinary resolution approving the Acquisition was duly passed by way of poll by the Independent Shareholders at the SGM, and the ordinary resolution approving the adoption of the Share Option Scheme was duly passed by way of show of hands by the Shareholders at the SGM.

Reference is made to the announcement of the Company dated 21 July 2004 and the circular of the Company (the “**Circular**”) dated 31 August 2004 regarding the Acquisition and the proposed adoption of the Share Option Scheme. Unless the text otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the ordinary resolution approving the Acquisition was duly passed by way of poll by the Independent Shareholders at the SGM held on 17 September 2004. In compliance with the Listing Rules, each of Mr. Leung and Mr. Wong, being a director and substantial shareholder of the Company and GFT and thus a connected person of the Company within the meaning of the Listing Rules, together with their respective Associates holding an aggregate of 301,500,000 Shares representing approximately 23.58% of the issued share capital of the Company, has abstained from voting on the ordinary resolution approving the Acquisition at the SGM.

The total number of Shares entitling the holder to attend and vote for or against the ordinary resolution approving the Acquisition at the SGM is 977,040,000, representing approximately 76.42% of the issued share capital of the Company as at the date of the SGM. Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

Details of the poll results in respect of the ordinary resolution proposed at the SGM for approving the Acquisition are shown as follows:

Ordinary Resolution	No. of votes and percentage (%)	
	FOR	AGAINST
To approve, confirm and ratify the conditional Sale and Purchase Agreement in connection with the Acquisition and to approve the issue of the Convertible Notes subject to completion of the Sale and Purchase Agreement and the issue of the Shares upon the exercise of the Convertible Notes.	451,564,970 (100%)	0 (0%)

The Board is also pleased to announce that the ordinary resolution approving the adoption of the Share Option Scheme was duly passed by way of show of hands by the Shareholders at the SGM. The Share Option Scheme will come into effect upon the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options that may be granted under the Share Option Scheme.

By Order of the Board
Capital Prosper Limited
Leung Wai Ho
Chairman

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.

17 September 2004, Hong Kong