



CAPITAL PROSPER LIMITED

興旺行有限公司*

(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 3:45 p.m. on Tuesday, 5 July 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 special resolution:

SPECIAL RESOLUTION

"THAT, subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from "Capital Prosper Limited" to "GFT HOLDINGS LIMITED" and that the Company shall adopt "真樂發控股有限公司" as the new Chinese name of the Company for identification purpose in place of "興旺行有限公司" and the directors of the Company be and are hereby authorised generally to do all such acts and things and execute all documents they consider necessary or expedient to effect the change of and the adoption of the new Chinese name for identification purpose only on behalf of the Company."

By Order of the Board

Wah Luk Tak

Company Secretary

Hong Kong, 10 May 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.

* For identification purposes only