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## **Bright Prosperous Holdings Limited**

**晉盈控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 723)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of Bright Prosperous Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at the Conference Room, Rooms 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 9 February 2010 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

#### **Ordinary Resolution**

**“THAT**

- (a) the agreement dated 15 December 2009 entered into between Anex Construction and Engineering Holdings Limited, a wholly owned subsidiary of the Company, as vendor and United Marble Company Limited for the sale and purchase of the entire issued share capital of Anex Far East Limited for an aggregate consideration of HK\$8.28 million (the “**Disposal Agreement**”, a copy of which has been produced to the Meeting and marked “**A**” and initialed by the Chairman of the Meeting for the purpose of identification), the transactions contemplated thereunder or incidental to the Disposal Agreement, and all actions taken or to be taken by the Company pursuant to it as described in the circular to the shareholders of the Company dated 25 January 2010 (the “**Circular**”, a copy of which has been produced to the Meeting and marked “**B**” and initialed by the Chairman of the Meeting for the purpose of identification) be and are hereby generally and unconditionally approved, ratified and confirmed;

\* *for identification purposes only*

- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute any agreements pursuant to and/or supplemental to the Disposal Agreement; and all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the said agreements or any of the transactions contemplated thereunder or incidental to any of them and all other matters incidental thereto.”

By Order of the Board  
**Bright Prosperous Holdings Limited**  
**Leung Chau Ping, Paul**  
*Executive Director*

Hong Kong, 25 January 2010

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one or such joint holders be present at the SGM personally or by proxy, that one of the said persons 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.
3. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of the proxy form will not preclude you from attending the SGM and voting in person if you so wish. In the event that you attend the SGM after having lodged the proxy form, it will be deemed to have been revoked.

*As at the date of this announcement, the Board consists of Mr. Leung Chau Ping, Paul, Mr. Chiu Raymond Yim and Mr. Leandro Dos Martires Guerra as executive Directors and Mr. Leung Siu Hung, Joel, Mr. Chu Kin Wang, Peleus and Mr. John Tewksbury Banigan as independent non-executive Directors.*