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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 of Bright Prosperous Holdings Limited (the “**Company**”) will be held at The Conference Room, Rooms 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on 27 November 2009 at 10:30 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue:
 - (a) every 16 existing ordinary shares of par value HK\$0.01 each in the issued and unissued share capital of the Company be consolidated (“**Share Consolidation**”) into three ordinary shares of par value HK\$0.0533 each (“**Consolidated Share(s)**”);
 - (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company (“**Bye-laws**”);
 - (c) the board lot size for trading in the shares of the Company be changed from 40,000 existing ordinary shares to 7,500 Consolidated Shares after the Share Consolidation becoming effective; and
 - (d) any one or more of the directors of the Company (“**Directors**”) be and is hereby authorized generally to do all things appropriate to effect and implement any of the foregoing matters as set out in the notice convening this meeting.”

* For identification purpose only

2. “**THAT** conditional on the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of HK\$0.0533 each in the capital of the Company (“**Shares**”) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the share option scheme (a copy of which is produced to the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) (“**New Share Option Scheme**”) and the Bermuda Monetary Authority granting approval of any Options under the New Share Option Scheme and the allotment and issue of Shares pursuant to the exercise of such Options up to the general scheme limit, being the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue as at the day of the passing of this resolution:
- (a) the New Share Option Scheme be and is hereby approved and adopted by the Company and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the existing share option scheme of the Company which was adopted by the Company on 9 September 2002 be terminated therefrom;
 - (b) the Directors be and are hereby authorised to allot and issue Shares pursuant to the exercise of any options which may fall to be granted under the New Share Option Scheme; and
 - (c) to the extent permissible under the Bye-laws, the Rules Governing the Listing of Securities on the Stock Exchange and the rules of the New Share Option Scheme, the Directors may vote in respect of any resolution(s) under or affecting the New Share Option Scheme (including the granting of options thereunder or approving the allotment and issue of Shares upon exercise of options thereunder) notwithstanding any interest(s) of any Director(s).”

By order of the board
Bright Prosperous Holdings Limited
Leung Chau Ping, Paul
Executive Director

Hong Kong, 10 November 2009

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 3001-02, Top Glory Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and in such event, the form of proxy shall be deemed to be revoked.
4. As at the date hereof, the board of directors of the Company comprises:

Executive director:

Mr. Leung Chau Ping, Paul

Independent non-executive directors:

Mr. Leung Siu Hung, Joel

Mr. Chu Kin Wang, Peleus

Ms. Lau Wa Chun