



SINO PROSPER HOLDINGS LIMITED

(中盈控股有限公司)

(incorporated in the Cayman Islands with limited liability)

(stock code: 0766)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Sino Prosper Holdings Limited (the “Company”) will be held on 12 June 2007 at 10:00 a.m. at meeting room no. 4, 2nd floor, Mangshi Hotel, No. 58 Baobo Road, Luxi City, Dehong, Yunnan, People’s Republic of China for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** Mr. Leung Ngai Man be removed as a director of the Company with effect from the conclusion of the EGM.”
- (2) “**THAT** Mr. Tang Yan Tian be removed as a director of the Company with effect from the conclusion of the EGM.”
- (3) “**THAT** Mr. Yeung Kit be removed as a director of the Company with effect from the conclusion of the EGM.”
- (4) “**THAT** Mr. Wong Wa Tak be removed as a director of the Company with effect from the conclusion of the EGM.”
- (5) “**THAT** Mr. Gao Shi Kui be removed as a non-executive director of the Company with effect from the conclusion of the EGM.”
- (6) “**THAT** Mr. Cai Wei Lun be removed as an independent non-executive director of the Company with effect from the conclusion of the EGM.”
- (7) “**THAT** Mr. Chan Sing Fai be removed as an independent non-executive director of the Company with effect from the conclusion of the EGM.”
- (8) “**THAT** Mr. Leung Wai Cheung be removed as an independent non-executive director of the Company with effect from the conclusion of the EGM.”
- (9) “**THAT** Mr. Kan Che Kin, Billy Albert be appointed as a director of the Company with effect from the conclusion of the EGM.”
- (10) “**THAT** Mrs. Kan Kung, Chuen Lai be appointed as a director of the Company with effect from the conclusion of the EGM.”

- (11) “**THAT** Ms. Li, Shu Han Eleanor Stella be appointed as a director of the Company with effect from the conclusion of the EGM.”
- (12) “**THAT** Mr. Li, Kai Yien Arthur Albert be appointed as a director of the Company with effect from the conclusion of the EGM.”
- (13) “**THAT** Mr. Li, Siu Yui be appointed as an independent non-executive director of the Company with effect from the conclusion of the EGM.”
- (14) “**THAT** Mr. Kam, Kin Yat be appointed as an independent non-executive director of the Company with effect from the conclusion of the EGM.”
- (15) “**THAT** Ms. Tai, Pui Sze be appointed as an independent non-executive director of the Company with effect from the conclusion of the EGM.”
- (16) “**THAT** the maximum number of Directors be fixed.”

Yours faithfully
For and on behalf of the board of directors of
Sino Prosper Holdings Limited
Leung Ngai Man
Chairman

Hong Kong, 18 May 2007

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands
British West Indies

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s registrar in Hong Kong, Secretaries 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) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.

As at the date of this announcement, Mr. Leung Ngai Man, Mr. Tang Yan Tian, Mr. Yeung Kit and Mr. Wong Wa Tak are the executive Directors, Mr. Gai Shi Kui is the non-executive Director and Mr. Chan Sing Fai, Mr. Cai Wei Lun and Mr. Leung Wai Cheung are the independent non-executive Directors.

Please also refer to the published version of this announcement in International Herald Tribune.