

Prosperity International Holdings (H.K.) Limited
(the “**Company**”)

Procedures for Shareholders to Convene General Meetings

Subject to the provisions of the bye-laws (the “**Bye-laws**”) of the Company, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the applicable laws and regulations, shareholders of the Company (the “**Shareholders**”) may convene general meetings of the Company in accordance with the following procedures:

1. Shareholders holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company (the “**Requisitionists**”) may require the board (the “**Board**”) of directors (the “**Directors**”) of the Company to convene a special general meeting of the Company (“**SGM**”) by depositing a written requisition (the “**Requisition**”) at the registered office of the Company at [Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda] and a copy thereof at the head office of the Company in Hong Kong at [Suites 1801-1806, 18/F., Tower 2, The Gateway, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong], for the attention of the Company Secretary.
2. The Requisition must specify the purposes of the SGM and be signed by the Requisitionists and may consist of several documents in like form, each signed by one or more of the Requisitionists.
3. Upon receipt of the Requisition, the Directors shall forthwith proceed duly to convene the SGM, and such SGM shall be held within two months after the deposit of the Requisition.
4. If the Directors do not within twenty-one days from the date of the deposit of the Requisition proceed duly to convene the SGM, the Requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene the SGM, but any meeting so convened shall be held within three months from the date of deposit of the Requisition. The Requisitionists shall convene a SGM in the same manner, as nearly as possible, as that in which SGMs are to be convened by Directors. Under the Bye-laws and pursuant to the requirements of the Listing Rules, a notice specifying the time and place and the general nature of the proposed business to be transacted at the SGM shall be given to all Shareholders entitled to attend the SGM for consideration in the following manner:
 - notice of not less than 21 clear days or 10 clear business days, whichever is the longer, if a special resolution is to be passed at the SGM; and
 - notice of not less than 14 clear days or 10 clear business days, whichever is the longer, in all other cases, provided that a SGM may be called by a shorter notice if it is so agreed by a majority in number of the Shareholders having the right to attend and vote at the SGM, being a majority together holding not less than 95% in nominal value of the issued shares of the Company giving such right.

The notice period is exclusive of (i) the day on which the notice is served or deemed to be served; and (ii) the day on which the SGM is to be held.

5. If for any reason it is impracticable to call a meeting of the Company in any manner in which meetings of the Company may be called, any Shareholder who would be entitled to vote at the meeting may apply to the Supreme Court of Bermuda for an order for a meeting of the Company to be called, held and conducted in such manner as the Supreme Court of Bermuda thinks fit.