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Prosperity International Holdings (H.K.) Limited

昌興國際控股(香港)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8139)

ANNOUNCEMENT

The board of directors (the "Board") of Prosperity International Holdings (H.K.) Limited (the "Company") hereby announces that Mr. Ng Hon Fai ("Mr. Ng") resigned as executive director of the Company with effect from 16th August 2006 due to personal reason. Mr. Ng confirms that there is no disagreement with the Board of the Company. In addition, Mr. Ng and the Board confirm that there are no other matters which need to be brought to the attention of shareholders of the Company.

The Board would like to thank Mr. Ng for his contribution to the Company during his tenure of office as an executive director.

By order of the Board **Prosperity International Holdings (H.K.) Limited Wong Ben Koon** *Chairman*

Hong Kong, 16th August, 2006

The Directors of the Company as at the date of this announcement are:

Executive Directors Mr. Wong Ben Koon *(Chairman)* Mdm. Hon Ching Fong Mr. Kong Siu Keung

Independent Non-Executive Directors Mr. Mo Kwok Choi Mr. Yuen Kim Hung, Michael

Mr. Yung Ho

* for identification purpose only

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of its posting.