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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)**

**RESULTS OF THE SPECIAL GENERAL MEETING  
IN RELATION TO  
DISCLOSEABLE TRANSACTION  
INVOLVING ISSUE OF NEW SHARES  
AND  
SHARE SUBDIVISION  
AND  
PROPOSAL FOR REFRESHMENT OF  
THE GENERAL MANDATE AND  
THE REPURCHASE MANDATE**

The Board is pleased to announce that the following ordinary resolutions were duly passed at the SGM held on 4 January 2008:–

- (1) To approve the Agreement including the allotment and issue of the Consideration Shares and the transactions contemplated thereunder (“Ordinary Resolution No. 1”);
- (2) To subdivide the Shares (“Ordinary Resolution No. 2”);
- (3) To grant a general mandate to the Directors to issue securities of the Company (“Ordinary Resolution No. 3”);
- (4) To grant a general mandate to the Directors to repurchase the Company’s securities (“Ordinary Resolution No. 4”); and
- (5) To extend the general mandate to issue securities in Ordinary Resolution No. 3 by the amount of securities repurchased under the general mandate to repurchase in Ordinary Resolution No. 4 (“Ordinary Resolution No. 5”)

collectively (“Ordinary Resolutions”)

Trading in Subdivided Shares on the Stock Exchange is expected to commence at 9:30 a.m. on Monday, 7 January 2008.

\* For identification purpose only

Reference is made to the announcements of Prosperity International Holdings (H.K.) Limited (the “Company”) dated 23 November 2007 and 13 December 2007 and the circular of the Company dated 14 December 2007 (the “Circular”) in relation to the Acquisition, Share Subdivision, the New General Mandate and the New Repurchase Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

## RESULTS OF THE SGM

The SGM was held on 4 January 2008 for the purpose of considering and, if thought fit, approving the Ordinary Resolutions relating to the Acquisition, Share Subdivision, the New General Mandate and the New Repurchase Mandate.

The Board is pleased to announce that Ordinary Resolution No. 1, Ordinary Resolution No. 2 and Ordinary Resolution No. 4 were duly passed by Shareholders at SGM by way of show of hands at the SGM held on 4 January 2008. Pursuant to the GEM Listing Rules requirements, no Shareholder was required to abstain from voting on Ordinary Resolution No. 1, Ordinary Resolution No. 2 and Ordinary Resolution No. 4.

As at the date of the SGM, the total number of Shares in issue was 200,117,106 Shares, of which 85,302,706 Shares, representing approximately 42.63% of the existing issued share capital of the Company, were held by Mr. Wong Ben Koon and his associates. Pursuant to the GEM Listing Rules requirements, Mr. Wong Ben Koon and his associates were required to abstain from voting on Ordinary Resolution No. 3 and Ordinary Resolution No. 5. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against Ordinary Resolution No. 3 and Ordinary Resolution No. 5 at the SGM was 114,814,400 Shares, representing approximately 57.37% of the existing issued share capital of the Company as at the date of the SGM. In addition, no Shareholder is entitled to attend and vote only against the resolutions at the SGM. The Board confirmed that Mr. Wong Ben Koon and his associates had abstained from voting on Ordinary Resolution No. 3 and Ordinary Resolution No. 5. Set out below are the results of voting taken on poll at the SGM:

Resolution No.	Ordinary resolution	Number of the Shares (Approximate %)	
		For	Against
3.	To grant a general mandate to the Directors to issue securities of the Company	4,947,200 (100%)	0 (0%)
5.	To extend the general mandate to issue securities by the amount of securities repurchased pursuant to the New Repurchase Mandate	4,947,200 (100%)	0 (0%)

Accordingly, Ordinary Resolution No. 3 and Ordinary Resolution No. 5 were duly passed by way of poll at the SGM.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for vote-taking at the SGM.

Following the approval of the proposed Shares Subdivision by the Shareholders at the SGM, the Shares Subdivision will become effective on 7 January 2008 and trading in Subdivided Shares on the Stock Exchange is expected to commence at 9:30 a.m. on Monday, 7 January 2008.

Details of the trading arrangements for Subdivided Shares, the change in board lot size and the free exchange of share certificates of the Company are set forth in the Circular. Any enquiries in relation to the free exchange of share certificates of the Company may be made to the Company's branch share registrar, Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

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

Hong Kong, 4 January 2008

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

*This announcement, for which the directors of the Prosperity International Holdings (H.K.) Limited (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 Company's website of <http://www.equitynet.com.hk/8139> and on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*