

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **PROSPERITY INTERNATIONAL HOLDINGS (H.K.) LIMITED**

Stock code (ordinary shares) : **8139**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 3rd March, 2008.

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 2nd August, 2001

Name of Sponsor(s) : N/A

Names of directors : ***Executive Directors***
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)
Mr. WONG Ben Koon
Mdm. HON Ching Fong
Mr. KONG Siu Keung

Independent non-executive Directors

Mr. MO Kwok Choi
Mr. YUEN Kim Hung, Michael
Mr. YUNG Ho

Name(s) of substantial shareholder(s) : Mr. Wong Ben Koon ("Mr. Wong")
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary share and other securities of the Company

533,851,060 shares, 26.68% (directly beneficially owned)
319,176,000 shares, 15.95% (held through Advance Success and Well Success)
(Notes 1, 2 & 3)
853,027,060 shares, 42.63%

Well Success Group Limited ("Well Success")
319,176,000 shares, 15.95% (directly beneficially owned) *(Notes 1 & 3)*

Advance Success Limited ("Advance Success")
319,176,000 shares, 15.95% (held through Well Success) *(Notes 2 & 3)*

Madam Hon Ching Fong (“Madam Hon”)
319,176,000 shares, 15.95% (held through Advance Success and Well Success)
(Notes 1, 2 & 3)

Harmony Asset Limited (“Harmony Asset”)
233,000,000 shares, 11.64% (directly beneficially owned) (Note 3)

Mr. Li Yiu Keung (“Mr. Li”)
288,600,000 shares, 14.42% (directly beneficially owned) (Note 3)

Note 1: The entire issued share capital of Well Success is beneficially owned as to 25.2% by Mr. Wong, as to 16.4% by Mr. Ng Hon Fai and as to 58.4% by Advance Success.

Note 2: The entire issued share capital of Advance Success is beneficially owned as to 50% by Mr. Wong, and as to 50% by Madam Hon.

Note 3: On 26 October 2007, 33,300,000 new shares (or 333,000,000 subdivided new shares) of the Company were placed at a placing price of HK\$0.90 per new share. One of the placees, Mr. Li who has no interest in the Company before the placing subscribed and was allotted 28,860,000 placing shares (or 288,600,000 subdivided new shares) and became a substantial shareholder of the Company (as defined in the GEM Listing Rule).

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31st March

Registered address : Clarendon House
2 Church Street, Hamilton HM11
Bermuda

Head office and principal place of business : Suites 1801-6, 18/F., Tower 2,
The Gateway, 25 Canton Road,
Tsim Sha Tsui, Kowloon, Hong Kong

Web-site address (if applicable) : <http://www.equitynet.com.hk/8139/>

Share registrar : ***Bermuda principal share registrar and transfer office***
The Bank of Bermuda Building
Bank of Bermuda Building
6 Front Street, Hamilton HM 11
Bermuda

Hong Kong branch share registrar and transfer office
Tricor Tengis Limited
26/F., Tesbury Centre,
28 Queen’s Road East,
Wanchai, Hong Kong

Auditors : RSM Nelson Wheeler
Certified Public Accountants
7th Floor, Allied Kajima Building,
138 Gloucester Road,
Hong Kong

B. Business activities

The Group is principally engaged in the trading of cement clinker and other building materials.

C. Ordinary shares

Number of ordinary shares in issue : 2,001,171,060 shares (*Note 1 & 2*)

Par value of ordinary shares in issue : HK\$20,011,710.60 (HK\$0.01 per each ordinary share) (*Note 1 & 2*)

Board lot size (in number of shares) : 20,000 (*Note 2*)

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

Note 1: On 26 October 2007, 33,300,000 placing shares of the Company were placed to investors. Therefore, the total number of ordinary shares in issue increased from 166,817,106 shares to 200,117,106 shares.

Note 2: On 4 January 2008, the shareholders of the Company passed the ordinary resolution of subdividing every 1 issued and unissued shares of HK\$0.1 each in the capital of the Company into 10 subdivided new shares of HK\$0.01 each (the "Subdivided Shares"). Therefore, the total number of ordinary shares in issue increased from 200,117,106 shares to 2,001,171,060 shares. Upon the share subdivision becoming effective, the Subdivided Shares will be traded in board lot of 20,000 Subdivided Shares.

D. Warrants

NIL

E. Other securities

Details of any other securities in issue.

Number of share options granted and outstanding : 168,000,000 shares

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the "Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed

MR. WONG BEN KOON
Chairman & Director

MDM. HON CHING FONG
Director

MR. KONG SIU KEUNG
Director

MR. MO KWOK CHOI
Director

MR. YUEN KIM HUNG, MICHAEL
Director

MR. YUNG HO
Director
