



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)

PROPOSED TRANSFER OF THE LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Financial advisers to Prosperity International Holdings (H.K.) Limited



The Board is pleased to announce that the Company has submitted an application to the Stock Exchange for the transfer of listing of all its Shares from the GEM to the Main Board of the Stock Exchange on 15 August 2008.

The Board believes that the Transfer of Listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board considers that the Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility.

The board of directors (the “Board”) of Prosperity International Holdings (H.K.) Limited (the “Company”, and together with its subsidiaries are hereinafter referred to as the “Group”) is pleased to announce that the Company has submitted an application to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 15 August 2008 for the transfer of listing of all its issued shares of par value HK\$0.01 each (the “Shares”) from the Growth Enterprise Market of the Stock Exchange (“GEM”) to the Main Board of the Stock Exchange (the “Transfer of Listing”) pursuant to the new streamlined transfer of listing procedures under Chapter 9A of the Rules Governing the Listing of Securities on the Stock Exchange, which has come into effect on 1 July 2008.

The Board believes that the Transfer of Listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board considers that the Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility. There is no intention of the Board to change the nature of business of the Group following the Transfer of Listing. The Transfer of Listing will not involve issue of any new Shares by the Company.

* *for identification purpose only*

The Company has appointed Optima Capital Limited and Oriental Patron Asia Limited as the financial advisers to the Company. Further announcements will be made in relation to the progress of the Transfer of Listing.

There is no assurance that permission will be obtained from the Stock Exchange for the proposed Transfer of Listing. Shareholders and potential investors should be aware that the implementation of the proposed Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. Accordingly, the proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 15 August 2008

The directors of the Company (the “Directors”) 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 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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at <http://www.equitynet.com.hk/8139>.