

# 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 5th November, 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  
Mr. SUN Yong Sen  
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 513,851,060 shares, 23.52% (directly beneficially owned)  
1.01 of the GEM Listing Rules) 17,000,000 shares, 0.78% (held through interest of spouse)(Notes 3)  
and their respective interests 319,176,000 shares, 14.61% (held through Advance Success and Well Success)  
in the ordinary share and (Notes 1 & 2)  
other securities of the Company 850,027,060 shares, 38.91%

Well Success Group Limited ("Well Success")  
319,176,000 shares, 14.61% (directly beneficially owned) (Notes 1)

Advance Success Limited ("Advance Success")  
319,176,000 shares, 14.61% (held through Well Success) (Notes 2)

Madam Hon Ching Fong (“Madam Hon”)  
319,176,000 shares, 14.61% (held through Advance Success and Well Success)  
(Notes 1 & 2)

Ms. Shing Shing Wai (“Ms. Shing”)  
833,027,060 shares, 38.13% (held through interest of spouse) (Notes 3)  
17,000,000 shares, 0.78% (directly beneficially owned)  
850,027,060 shares, 38.91%

Harmony Asset Limited  
233,000,000 shares, 10.66% (directly beneficially owned)

Mr. Li Yiu Keung  
288,600,000 shares, 13.21% (directly beneficially owned)

WM Aalbrightt Investment Holdings Limited (“WM Aalbrightt”)  
183,750,000 shares, 8.41% (directly beneficially owned) (Notes 4)

Mr. Yu Min (“Mr. Yu”)  
183,750,000 shares, 8.41% (held through WM Aalbrightt) (Notes 4)

*Note 1: The entire issued share capital of Well Success is beneficially owned as to 31.47% by Mr. Wong, as to 10.13% by Mr. Ng Hon Fai (formerly a director of the Company) and as to 58.4% by Advance Success. Advance Success is deemed to be interested in the same number of shares in which Well Success was interested under the Securities and Futures Ordinance (the “SFO”).*

*Note 2: Advance Success is equally owned by Mr. Wong and Madam Hon. Mr. Wong is the sole director of Advance Success. Each of Mr. Wong and Madam Hon is deemed to be interested in the same number of shares in which Advance Success was interested under the SFO.*

*Note 3: Ms. Shing Shing Wai is the spouse of Mr. Wong and the interests of each of Mr. Wong and Ms. Shing are deemed to be interests of each other.*

*Note 4: Mr. Yu Min holds 100% beneficial interest of WM Aalbrightt and Mr. Yu is deemed to be interested in the same number of shares in which WM Aalbrightt was interested under the SFO.*

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 Limited  
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***  
29th Floor, Caroline Centre, Lee Gardens Two,  
28 Yun Ping 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 : 2,184,921,060 shares

Par value of ordinary shares in issue : HK\$21,849,210.60 (HK\$0.01 per each ordinary share)

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

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

**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*

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MR. SUN YONG SEN  
*Director*

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MR. KONG SIU KEUNG  
*Director*

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MR. MO KWOK CHOI  
*Director*

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MR. YUEN KIM HUNG, MICHAEL  
*Director*

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MR. YUNG HO  
*Director*

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