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PRIME INVESTMENTS HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 721)

PROPOSED AMENDMENTS TO THE BYE-LAWS AND CHANGE OF CHAIRMAN

The Directors intend to put forward to the Shareholders a proposal to amend the Bye-laws for the reasons stated below.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the AGM.

A circular containing, among other things, details of the proposed amendments to the Bye-laws and a notice of the AGM will be despatched to the Shareholders as soon as possible.

Reference is also made to the announcement of the Company dated 28 February 2008, among other things, regarding the resignation of Mr. Lan Ning as a non-executive Director. Apart from resigning the capacity as non-executive Director, Mr. Lan should also have resigned as the chairman of the Company with effect from 28 February 2008.

The Board further announces that Ms. Wang Wen Xia has been appointed as the chairman of the Company with effect from 28 February 2008.

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

In view of the changes to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited relating to corporate governance and other housekeeping matters, the board (the “**Board**”) of directors (the “**Directors**”) of Prime Investments Holdings Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) proposes to put forward a special resolution to the shareholders of the Company (the “**Shareholders**”) for approval at the forthcoming annual general meeting of the Company (the “**AGM**”) such that the bye-laws of the Company (the “**Bye-laws**”) will be amended to comply with Appendix 3 and Appendix 14 to the Listing Rules on Code of Corporate Governance Practices.

The full text of the proposed amendments is as follows:

Bye-law 1

By deleting the words “a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or” from the definition of “clearing house” in existing Bye-law 1.

Bye-law 66

By inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence of the Bye-law 66; and by deleting the full stop at the end of Bye-law 66(d) and replacing it with a semi-colon and inserting the word “or” after the semi-colon.

Then by inserting the following wording after Bye-law 66(e):

“(e) if required by the rules of the Designated Stock Exchange, by the Chairman of such meeting and/or the Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

Bye-law 67

By deleting Bye-law 67 in its entirety and substituting the following therefor:

“Unless a poll is so required or demanded and, in the latter case, not withdrawn, the chairman of the meeting should indicate to the meeting of the Company the level of proxies lodged on each resolution and the balance for and against the resolution, after it has been dealt with on a show of hands.”

Bye-law 68

By replacing the sentence “There shall be no requirement for the chairman to disclose the voting figures on a poll” with the following sentence:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

Bye-law 85(2)

By substituting the existing Bye-law 85(2) with the following new Bye-law 85(2):

“(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any Members’ meeting of the Company or at any meetings of any class of Members provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. The person

so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence for substantiating the facts that it is duly authorised and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as that clearing house (or its nominee(s)) could exercise if it were an individual Member.”

Bye-law 87(2)

By deleting the sentence “Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.” and substituting the following sentence therefor:

“Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of the filling of casual vacancy on the Board), or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election at that meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at that meeting.”

Bye-law 87(4)

By inserting the words “to the contrary” after the words “notwithstanding anything” in existing Bye-law 87(4).

Bye-law 88(1)

By deleting the existing Bye-law 88(1) in its entirety and substituting the following therefore as new Bye-law 88(1):

“Notwithstanding any other provisions in the Bye-laws or any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once in every three years.”

Bye-law 88(2)

By inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” after the words “re-election” at the end of the first sentence.

Bye-law 104

By deleting the existing Bye-law 104 in its entirety and replacing therewith the following new Bye-law 104:

- “104.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
 - (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or

- (vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.
- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

A circular containing further information in respect of the proposed amendments to the Bye-laws and a notice of the AGM will be despatched to the Shareholders as soon as possible.

CHANGE OF CHAIRMAN

Reference is also made to the announcement of the Company dated 28 February 2008, among other things, regarding the resignation of Mr. Lan Ning (“**Mr. Lan**”) as a non-executive Director. Apart from resigning the capacity as non-executive Director, Mr. Lan should also have resigned as the chairman of the Company with effect from 28 February 2008.

The Board further announces that Ms. Wang Wen Xia (“**Ms. Wang**”) has been appointed as the chairman of the Company with effect from 28 February 2008.

Ms. Wang Wen Xia

Ms. Wang Wen Xia, aged 48, an executive Director and the chief executive officer of the Company. She holds a master degree of finance from Dongbei University of Finance and Economics. Ms. Wang currently holds senior management positions in various unlisted companies incorporated in the PRC but did not hold any position in other listed companies in the last three years. Ms. Wang has active experience at the management level in structured finance over 16 years, investment, merger and acquisition, asset management services. Ms. Wang also has management experience spanning various industries including real estate, mining, mineral processing, import and export etc. She joined the Group on 15 January 2005. Ms. Wang is also a director of various subsidiaries of the Company.

Ms. Wang has entered into a service agreement with the Company for a term of three years and will hold office until 14 January 2011 with a monthly salary of HK\$100,000 and a director’s fee of HK\$100,000 per annum which is determined by the Board with reference to Ms. Wang’s duties and responsibilities and the prevailing market condition. Ms. Wang has been granted 18,400,000 options of the Company on 23 January 2008 under the share option scheme adopted on 15 January 2008. Save as disclosed, she does not hold any other position with the Company and other members of the Group and she does not, and is not deemed to have, any other interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Wang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

By order of the Board
Prime Investments Holdings Limited
Wang Wen Xia
Executive director

Hong Kong, 27 October 2008

As at the date of this announcement, the Board comprises nine Directors. The executive Directors are Ms. Wang Wen Xia and Mr. Pong Po Lam Paul; the non-executive Directors are Dr. Chan Po Fung Peter, Mr. Ding Xiaobin, Mr. Fung Cheuk Nang Clement and Mr. Ma Jie; and the independent non-executive Directors are Dr. Cheung Wai Bun, Charles, Mr. Zhang Yong and Mr. Zeng Xianggao.