
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares (the “Shares”) of Prime Investments Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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PRIME INVESTMENTS HOLDINGS LIMITED

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

(Stock Code: 721)

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Suite 6305, 63/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 10 December 2007 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

16 November 2007

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
Action to be taken	5
Recommendation	5
General	6
Appendix I – Explanatory statement	7
Appendix II – Procedures by which Shareholders may demand a poll at the AGM pursuant to the Articles of Association	10
Appendix III – Details of Directors proposed to be re-elected at the AGM	11
Notice of AGM	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, and the proposed re-election of Directors
“associates”	has the meaning ascribed to this term under the Listing Rules
“Bye-laws”	the bye-laws of the Company
“Board”	the board of Directors
“Company”	Prime Investments Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 November 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



PRIME INVESTMENTS HOLDINGS LIMITED

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

(Stock Code: 721)

Executive Directors:

Ms. Wang Wen Xia
Mr. Pong Po Lam, Paul
Mr. Wong Kwong Chi, Simon

Registered office:

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

Non-executive Director:

Mr. Lan Ning
Mr. Chan Yan Ting
Dr. Chan Po Fun, Peter
Mr. Ding Xiaobin
Mr. Chan Wing Chung, Eric

Principal place of business in Hong Kong:

Suite 6305, 63/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Independent non-executive Directors:

Dr. Cheung Wai Bun, Charles
Mr. Zhang Yong
Mr. Gu Qiu Rong

16 November 2007

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at Suite 6305, 63/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 10 December 2007 at 11:00 a.m., resolutions will be proposed, among other matters:

- (a) to re-elect the Directors;
- (b) to grant the General Mandate to the Directors;
- (c) to grant the Repurchase Mandate to the Directors; and

LETTER FROM THE BOARD

- (d) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, and the re-election of Directors, and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, or any other applicable law of Bermuda to be held, or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

General Mandate

The Company has in issue an aggregate of 2,370,906,222 Shares as at the Latest Practicable Date, being the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 474,181,244 Shares, representing approximately 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme providing for the allotment and issue of Shares in lieu of whole or part of a dividend in accordance with the Bye-laws or any scrip dividend scheme which may be approved by the Shareholders.

LETTER FROM THE BOARD

Repurchase Mandate

At the AGM, and as part of the special business of the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors. Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

RE-ELECTION OF DIRECTORS

According to Bye-law 88, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

Particulars relating to Dr. Cheung Wai Bun Charles and Mr. Zhang Yong are set out in Appendix III to this circular.

During the year ended 30 June 2007, the Board has appointed Mr. Wong Kwong Chi, Simon as the executive Director and Mr. Chan Yan Ting, Gordon and Mr. Chan Wing Chung, Eric as the non-executive Director. According to Bye-law 87(2), Mr. Simon Wong, Mr. Gordon Chan and Mr. Eric Chan shall hold office only until the AGM and shall be eligible for re-election at that meeting.

Particulars relating to Mr. Simon Wong, Mr. Gordon Chan and Mr. Eric Chan are set out in Appendix III to this circular.

ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy accompanying the annual report of the Company in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the AGM.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and its net assets and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2007, being the date of its latest published audited consolidated financial accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors believe that an exercise of the General Mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for and/or as a means of payment by the Company.

GENERAL

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully
For and on behalf of the Board
Prime Investments Holdings Limited
Wang Wen Xia
Executive Director/CEO

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,370,906,222 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 237,090,622 fully paid Share, representing approximately 10% of the existing total issued Shares as at the date of the AGM.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of repurchases

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum and Bye-laws for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2007, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	Highest HK\$	Lowest HK\$
2006		
October	suspended	suspended
November	suspended	suspended
December	suspended	suspended
2007		
January	suspended	suspended
February	suspended	suspended
March	suspended	suspended
April	suspended	suspended
May	suspended	suspended
June	suspended	suspended
July	0.2890A	0.1760A
August	0.2610A	0.1810A
September	0.3090A	0.1910A
October	0.6300A	0.2060A
November (up to the Latest Practicable Date)	0.6400	0.4350

Note: The prices of the Shares marked with “A” above have been adjusted to take into account of the effect of the open offer.

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Bermuda.

If a Shareholder’s proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
China Water Investments Limited (<i>Note</i>)	427,890,908	18.05%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
China Water Investments Limited (<i>Note</i>)	20.05%

Note:

China Water Investments Limited is a wholly owned subsidiary of China Water Affairs Group Limited, the issued shares of which are listed on the main board of the Stock Exchange.

The Directors are not aware of any consequences which may arise under the Takeover Code as consequences of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. Shares repurchase made by the Company

No repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

APPENDIX II	PROCEDURES BY WHICH SHAREHOLDERS MAY DEMAND A POLL AT THE AGM PURSUANT TO THE BYE-LAWS
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The procedures by which the Shareholders may demand a poll at the AGM are set out in this Appendix.

According to Bye-law 66, a resolution put to the vote of any general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand of a poll) a poll is demanded. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy of a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Dr. Cheung Wai Bun, Charles, Independent non-executive Directors

Dr. Cheung Wai Bun, Charles, JP, aged 71, is the group chief executive and executive deputy chairman of Mission Hills Group, Hong Kong. He holds an honorary doctor's degree, a master's degree and a bachelor of science degree in business administration. Dr. Cheung has over 30 years experience in the senior management of companies in various industries including over 22 years experience of banking business in senior management position. He is an independent non-executive director and chairman of audit committees of K. Wah International Holdings Limited, Galaxy Entertainment Group Limited, Pioneer Global Group Limited and Shanghai Electric Group Limited (上海電氣集團股份有限公司) which are listed on the Main Board of the Stock Exchange. Dr. Cheung is also a Senior Advisor to the Board of the Metropolitan Bank & Trust Company, Philippines (菲律賓首都銀行). Dr. Cheung was a former director and adviser of the Tung Wah Group of Hospitals and he is a vice chairman of Guangdong Province Golf Association. He was awarded the Directors of the Year Awards 2002 of Listed Company Non-executive Director (2002上市公司傑出非執行董事). Dr. Cheung was re-appointed by the HKSAR Government as a member of the Estate Agents Authority (地產代理監管局) in November 2004. Save as disclosed above, Dr. Cheung did not hold any directorship in any other listed companies in the past 3 years.

Dr. Cheung does not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Dr. Cheung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between Dr. Cheung and the Company and no designated length of service with the Company. However, he is entitled to a Director's fee as an independent non-executive Director of HK\$15,000 per annum. Such fee is subject to review by the Board from time to time pursuant to the power given to it under the Articles of Association of the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Board and Shareholders in connection with his appointment and there is no information which is required to be disclosed pursuant to any of the requirements of Listing Rule 13.51(2)(h) to 13.51(2)(v).

Mr. Zhang Yong, Independent non-executive Directors

Mr. Zhang Yong, aged 52, a PH.D, is a young professor and a supervisor of PH.D. students. He has been honored the academic titles of National Expert of Great Contribution, Celebrated Expert of Embryo Engineering, founder of Animal Clone Base of China. Meanwhile he is the founder of the Academic Institute of Biological Engineering of Northwest Sci-Tech University of Agriculture and Forestry and Yangling Keyan Biological Engineering Ltd. As Chairman of Yang Ling Keyuan Clone Science & Technological Company Ltd, professor Zhang is also title as member of the Technology Committee belonging to National Agriculture Department, invited member of Government's Decision-making Consultation Committee of Shan Xi province, resident syndic of Academic Committee of Agriculture Biology Technology. Professor Zhang is professionally skilled with breeding, marketing and technology information for poultry industry. He is also good at, from microcosmic and macrocosmic point of view, mastering the developing and the stratagem and tactics for hitech poultry corporations.

Mr. Zhang did not hold any directorship in any other listed companies in the past 3 years. As at the Latest Practicable Date, Mr. Zhang does not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Mr. Zhang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any position in any members of the Group.

There is no service contract entered into between the Company and Mr. Zhang and no designated length of service with the Company. In light of the current financial position of the Company, no Director's fee or emoluments of any kind has been payable to Mr. Zhang. Should Director's emoluments be considered appropriate for Mr. Zhang in the future, Mr. Zhang's emoluments shall be determined and reviewed by the Board from time to time with reference to the prevailing market conditions and the financial position of the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Board and Shareholders in connection with his appointment and there is no information which is required to be disclosed pursuant to any of the requirements of Listing Rule 13.51(2)(h) to 13.51(2)(v).

Mr. Wong Kwong Chi, Simon, an executive Director

Mr. Wong Kwong Chi, Simon, aged 55, is the General Partner of Asian Global Capital and also sits on the boards of several listed companies during the last three years, including non-executive director of Hang Fung Gold Technology Limited, independent non-executive director of Fountain Set (Holdings) Limited and independent non-executive director of Glory Mark Hi-Tech (Holdings) Ltd. Save as disclosed above, Mr. Simon Wong did not hold any directorship in any other listed companies in the past 3 years.

Mr. Simon Wong has extensive experience in the capital investment market. Mr. Simon Wong holds a Bachelor degree in Science and a Master degree in Business Administration from the Chinese University of Hong Kong. Mr. Simon Wong served as the Chairman of Hong Kong Venture Capital and Private Equity Association, the Vice Chairman of The Hong Kong Electronic Industries Association, and the Vice President of Hong Kong Auto Parts Industry Association. He is now a Member of Financial Services Advisory Committee and an Advisory Committee on the Promotion of Innovation & Technology through the Hong Kong Platform of Hong Kong Trade Development Council, Member of Hong Kong Young Industrialists Council, Committee Member of Federation of Hong Kong Machinery & Metal Industries and Vice President of Hong Kong Critical Components Manufacturers Association.

As at the Latest Practicable Date, Mr. Simon Wong does not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Mr. Simon Wong does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any position in any members of the Group.

There is no service contract entered into between the Company and Mr. Simon Wong and no designated length of service with the Company. In light of the current financial position of the Company, no Director's fee or emoluments of any kind has been payable to Mr. Simon Wong. Should Director's emoluments be considered appropriate for Mr. Simon Wong in the future, Mr. Simon Wong's emoluments shall be determined and reviewed by the Board from time to time with reference to the prevailing market conditions and the financial position of the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Board and Shareholders in connection with his appointment and there is no information which is required to be disclosed pursuant to any of the requirements of Listing Rule 13.51(2)(h) to 13.51(2)(v).

Mr. Chan Yan Ting, Gordon, a non-executive Director

Mr. Chan Yan Ting, Gordon, aged 51, has extensive experience in automobile industry of the PRC, including the manufacture, sale and trading of automotive parts and components worldwide. Mr. Gordon Chan's businesses cover many regions of the PRC, and his business counterparts include well-known multinational and PRC automobile brands. Mr. Gordon Chan holds many public posts in Hong Kong and the PRC with respect to automobile industry, including but not limited to panel member of Hong Kong Automotive Parts and Components Research and Development Commission of HKSAR Innovation and Technology Commission* (香港特區政府創新科技署「香港汽車零部件研究發展中心」委員會), panel member of the PRC Affairs Division of Hong Kong Trade Development Council* (香港貿易發展局中國事務委員會), chairman of Automotive Parts and Components Division of Hong Kong Productivity Council* (香港生產力促進局－香港汽車零部件工業協會), permanent honor chairman of International Automobile Engineers Institution – Hong Kong* (國際汽車工程師學會－香港), deputy chairman of Foreign Investment Commission of Qingyuan, Guangdong Province* (廣東省清遠市外商投資企業協會).

Mr. Gordon Chan does not engage in any business that is directly or indirectly competing with the Group. Mr. Gordon Chan has not held any directorship in other listed public companies during the last three years and he does not have experience in professional management of investments on behalf of third party investors. Mr. Gordon Chan wholly and beneficially owned and is the sole director of Poly Good Group Limited and he is therefore deemed to be interested in 31,032,857 Shares held by Poly Good Group Limited.

As at the Latest Practicable Date, Mr. Gordon Chan does not have any other interests in the Shares within the meaning of Part XV of the SFO. Except for being the father of Mr. Eric Chan, the non-executive Director of the Company, Mr. Gordon Chan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any position in any members of the Group.

There is no service contract entered into between the Company and Mr. Gordon Chan and no designated length of service with the Company. In light of the current financial position of the Company, no Director's fee or emoluments of any kind has been payable to him.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Board and Shareholders in connection with his appointment and there is no information which is required to be disclosed pursuant to any of the requirements of Listing Rule 13.51(2)(h) to 13.51(2)(v).

Mr. Chan Wing Chung, Eric, a non-executive Director

Mr. Chan Wing Chung, aged 24, graduated from the University of Edinburgh with a master degree of economics and accounting. Mr. Eric Chan currently works for a private company based in Hong Kong as a marketing executive and is responsible for liaison with clients, following up customers' orders and developing new clients. He is the son of Mr. Gordon Chan. Mr. Eric Chan does not engage in any business that is directly or indirectly competing or expected to compete with the Group. Mr. Eric Chan has not hold any directorship in other listed public companies during the last three years, and he does not have experience in professional management of investments on behalf of third party investors.

Save as being the son of Mr. Gordon Chan, Mr. Eric Chan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders with the Company and does not hold any position in any members of the Group. As at the Latest Practicable Date, Mr. Eric Chan does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Eric Chan and no designated length of service with the Company. No Director's fee or emoluments of any kind has been payable to Mr. Eric Chan.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Board and Shareholders in connection with his appointment and there is no information which is required to be disclosed pursuant to any of the requirements of Listing Rule 13.51(2)(h) to 13.51(2)(v).

NOTICE OF AGM



PRIME INVESTMENTS HOLDINGS LIMITED

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

(Stock Code: 721)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Prime Investments Holdings Limited (the “**Company**”) will be held at Suite 6305, 63/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 10 December 2007 at 11:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 June 2007;
2. to re-elect Directors and to authorise the board of Directors to fix their remuneration;
3. to re-appoint CCIF CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued share(s) of the Company (the “**Share(s)**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares

NOTICE OF AGM

upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, 1981 of Bermuda (the “Companies Law”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Securities and Futures Commission”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Law or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
6. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”.

Yours faithfully
For and on behalf of the Board
Prime Investments Holdings Limited
Ms. Wang Wen Xia
Executive Director/CEO

Hong Kong, 16 November 2007

NOTICE OF AGM

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:

Suite 6305, 63/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the annual general meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In relation to proposed resolution no.2 above, Dr. Cheung Wai Bun and Mr. Zhang Yong will retire from their office of Directors at the above meeting pursuant to bye-law 88 of the bye-law of the Company while Mr. Wong Kwong Chi, Simon, Mr. Chan Yan Ting, Gordon and Mr. Chan Wing Chung, Eric will retire from their office of Directors at the above meeting pursuant to bye-law 87(2) of the bye-law of the Company. Dr. Cheung Wai Bun, Mr. Zhang Yong, Mr. Wong Kwong Chi, Simon, Mr. Chan Yan Ting, Gordon and Mr. Chan Wing Chung, Eric being eligible, will offer themselves for re-election.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I of this circular.