
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prime Investments Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or 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 MANDATES
TO ISSUE AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED SHARE PREMIUM REDUCTION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Suite 6305, 63/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is 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 accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, 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.

30 October 2009

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
Share Premium Reduction	5
AGM	6
Responsibility statement	7
Recommendation	7
General	7
Appendix I – Explanatory statement	8
Appendix II – Details of Directors proposed to be re-elected at the AGM	11
Notice of AGM	14

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 on Tuesday, 8 December 2009 at 10:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the proposed Share Premium Reduction
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday, Sunday and a public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
“Bye-law(s)”	the bye-laws of the Company
“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
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the next Business Day immediately following the date of the AGM at which the relevant special resolution approving the Share Premium Reduction will be considered by the Shareholders
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 October 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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)
“Share Premium Reduction”	the proposed reduction of the entire amount standing to the credit of the share premium account of the Company to nil
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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 (*Chairman*)

Mr. Pong Po Lam, Paul

Non-executive Directors:

Dr. Chan Po Fun, Peter *J.P.*

Mr. Ding Xiaobin

Mr. Fung Cheuk Nang, Clement

Mr. Ma Jie

Independent non-executive Directors:

Dr. Cheung Wai Bun, Charles *J.P.*

Professor Zhang Yong

Mr. Zeng Xianggao

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Suite 6305, 63/F

Central Plaza

18 Harbour Road

Wanchai, Hong Kong

30 October 2009

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED SHARE PREMIUM REDUCTION; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the Share Premium Reduction.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors and the Share Premium Reduction and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 2,483,834,030 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 496,766,806 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Share as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 248,383,403 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Bye-laws 88(1) and 88(2), 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. A retiring Director shall be eligible for re-election.

In accordance with Bye-laws 88(1) and 88(2), Dr. Chan Po Fun Peter, Mr. Ding Xiaobin and Dr. Cheung Wai Bun Charles shall retire from office by rotation at the AGM, and being eligible, each of them will offer himself for re-election as non-executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolutions will be proposed to re-elect each of Dr. Chan Po Fun Peter, Mr. Ding Xiaobin and Dr. Cheung Wai Bun Charles as non-executive/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

SHARE PREMIUM REDUCTION

The Directors propose to reduce the entire amount standing to the credit of the share premium account of the Company to nil and the credit arising from the Share Premium Reduction will be credited to the contributed surplus account of the Company.

As at 31 August 2009, the amount standing to the credit of the share premium account of the Company was approximately HK\$291.4 million. Such credit will be cancelled in full and will be credited to the contributed surplus account of the Company, which as at 31 August 2009, had a debit balance of approximately HK\$18.2 million. Other than the expenses to be incurred in relation to the Share Premium Reduction, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

Conditions for Share Premium Reduction

The Share Premium Reduction is conditional upon the following being fulfilled:

1. the passing of a special resolution by the Shareholders to approve the Share Premium Reduction at the AGM; and

LETTER FROM THE BOARD

2. compliance with Section 46(2) of the Companies Act 1981 of Bermuda, including publication of a notice of the Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the Effective Date.

Expected Effective Date of the Share Premium Reduction

Assuming the above conditions are fulfilled, it is expected that the Share Premium Reduction will become effective on the next Business Day immediately following the date of passing the relevant special resolution approving the Share Premium Reduction.

Reasons for Share Premium Reduction

Under the Bye-laws and the Companies Act 1981 of Bermuda, the Company is allowed to pay dividend or make distribution to Shareholders out of its contributed surplus account. After completion of the Share Premium Reduction and the subsequent transfer of the credit arising therefrom to the contributed surplus account of the Company, it will therefore increase the distributable reserves of the Company thereby giving the Company greater flexibility in relation to its dividend policy and distributions in the future. The Board considers that it is in the best interest of the Company and its Shareholders as a whole to implement the Share Premium Reduction.

AGM

A notice convening the AGM to be held at Suite 6305, 63/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 10:00 a.m. is set out on pages 14 to 18 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and the re-election of Directors; and special resolution will be proposed at the AGM to approve the Share Premium Reduction.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider the proposed granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; the proposed re-election of Directors and the proposed Share Premium Reduction are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Prime Investments Holdings Limited
Wang Wen Xia
Chairman

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 the Company from knowingly purchasing its 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 (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of 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 2,483,834,030 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 issued or repurchased by the Company prior to the AGM date, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 248,383,403 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its 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 its shareholders as a whole.

4. Funding of repurchases

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 of association of the Company and the Bye-laws and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 30 June 2009, 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 immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
October	0.092	0.040
November	0.060	0.048
December	0.064	0.045
2009		
January	0.056	0.043
February	0.071	0.044
March	0.053	0.045
April	0.075	0.049
May	0.118	0.063
June	0.114	0.090
July	0.098	0.081
August	0.115	0.083
September	0.122	0.084
October (up to the Latest Practicable Date)	0.147	0.101

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.

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 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
Duan Chuan Liang	474,640,908	19.11%
Asset Full Resources Limited	427,890,908	17.23%

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
Duan Chuan Liang	21.23%
Asset Full Resources Limited	19.14%

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in him/it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. Shares repurchase made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

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

(1) Dr. Chan Po Fun, Peter (“Dr. Chan”)

Dr. Chan, BBS, JP. M.B.E., DS. Ph.D., aged 87, a non-executive Director who is also a Chartered Accountant and certified public accountant in Hong Kong. He was the chairman of The Kowloon Stock Exchange Limited, a member of committee on Takeovers and Mergers of the former Securities Commission and the chairman of the former Hong Kong Federation of Stock Exchanges. He was a registered dealing director under the Securities Ordinance and was a member of the Urban Council for 15 years. Dr. Chan is an independent non-executive director of Chuang’s Consortium International Limited, Chuang’s China Investments Limited, China Resources Enterprise Limited and VST Holdings Limited, all are listed on the main board of the Stock Exchange. He is an honorary fellow of the Society for Underwater Technology and is a member of a number of scientific institutions. Dr. Chan has been a member, and the treasurer, of the board of the Chinese Permanent Cemeteries since 1967 and the chairman of its finance committee up to 2005. He is trustee of the S.K. Yee Medical Foundation.

There is no service contract entered into between the Company and Dr. Chan. Dr. Chan is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. His remuneration is fixed at HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and he may entitle to discretionary bonus depending on the performance of the Group. Save as the director’s emoluments disclosed herein, Dr. Chan is not entitled to any other benefits.

Save as disclosed above, Dr. Chan had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Dr. Chan does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company nor held any position with the Group.

As at the Latest Practicable Date, Dr. Chan holds 510,000 Shares through his shareholding in Concord Securities Company Limited, representing approximately 0.02% of the existing issued share capital of the Company. He was also granted options on 17 November 2008 under the share option scheme adopted by the Company on 15 January 2008, entitling him to subscribe for 300,000 Shares at an exercise price of HK\$0.05 per Share during the period from 17 November 2008 to 16 November 2013. Save as disclosed above, he does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

(2) Mr. Ding Xiaobin (“Mr. Ding”)

Mr. Ding, aged 40, a non-executive Director who graduated with a master of business administration degree from Huazhong University of Science and Technology, and has been honored the academic title of economist. He is ever chronologically worked for business enterprises in fields of banking, futures, clothes, import & export and investments. Currently as the managing director of Guangdong Poly Investment Limited, he is mainly in charge of directly investment consultant

for projects in lines of clothes sales, harbour operation, agricultural, chemical synthesis and so on, with close cooperative relationship with the commercial banks, insurance corporation and trusting corporation. Mr. Ding has rich experience in management, merger and acquisition, restructuring.

There is no service contract entered into between the Company and Mr. Ding. Mr. Ding is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. His remuneration is fixed at HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and he may entitle to discretionary bonus depending on the performance of the Group. Save as the director's emoluments disclosed herein, Mr. Ding is not entitled to any other benefits.

Save as disclosed above, Mr. Ding had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Ding does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company nor held any position with the Group.

As at the Latest Practicable Date, Mr. Ding was granted options on (i) 23 January 2008 under the share option scheme adopted by the Company on 15 January 2008, entitling him to subscribe for 500,000 Shares at an exercise price of HK\$0.16 per Share during the period from 23 January 2008 to 22 January 2011; and (ii) 17 November 2008 under the share option scheme adopted by the Company on 15 January 2008, entitling him to subscribe for 300,000 Shares at an exercise price of HK\$0.05 per Share during the period from 17 November 2008 to 16 November 2013. Save as disclosed above, he does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

(3) Dr. Cheung Wai Bun, Charles (“Dr. Cheung”)

Dr. Cheung, JP, aged 73, is currently an independent non-executive Director, the chairman of audit committee and member of remuneration committee of the Company. He holds an honorary doctor's degree, a master's degree and a bachelor of science degree in business administration. He is Chairman of Joy Harvest International Limited. Dr. Cheung has over 31 years' experience in the senior management of companies in various industries including over 22 years' experience of banking business in senior management positions. He is also an independent non-executive director and chairman of audit committee of Shanghai Electric Group Limited and Pioneer Global Group Limited, both are listed on the main board of the Stock Exchange. Dr. Cheung is a Senior Adviser to the Board of the Metropolitan Bank & Trust Company, the largest commercial bank in the Philippines. He is a council member of the Hong Kong Institute of Directors. Dr. Cheung was formerly the Chief Executive and Executive Deputy Chairman of Mission Hills Group and former director and adviser of the Tung Wah Group of Hospitals. 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.

There is no service contract entered into between the Company and Dr. Cheung. Dr. Cheung is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. His remuneration is fixed at HK\$100,000 per annum, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions and he may entitle to discretionary bonus depending on the performance of the Group. Save as the director's emoluments disclosed herein, Dr. Cheung is not entitled to any other benefits.

Save as disclosed above, Dr. Cheung had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Dr. Cheung does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company nor held any position with the Group.

As at the Latest Practicable Date, Dr. Cheung was granted options on (i) 23 January 2008 under the share option scheme adopted by the Company on 15 January 2008, entitling him to subscribe for 1,300,000 Shares at an exercise price of HK\$0.16 per Share during the period from 23 January 2008 to 22 January 2011; and (ii) 17 November 2008 under the share option scheme adopted by the Company on 15 January 2008, entitling him to subscribe for 800,000 Shares at an exercise price of HK\$0.05 per Share during the period from 17 November 2008 to 16 November 2013. Save as disclosed above, he does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

There is no information relating to Dr. Chan Po Fun Peter, Mr. Ding Xiaobin and Dr. Cheung Wai Bun Charles that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter relating to Dr. Chan Po Fun Peter, Mr. Ding Xiaobin and Dr. Cheung Wai Bun Charles that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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 an 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 Tuesday, 8 December 2009 at 10:00 a.m., to transact the following ordinary business:

AS ORDINARY RESOLUTIONS:

1. to receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 June 2009;
2.
 - (a) to re-elect Dr. Chan Po Fun, Peter as non-executive Director;
 - (b) to re-elect Mr. Ding Xiaobin as non-executive Director;
 - (c) to re-elect Dr. Cheung Wai Bun, Charles as independent non-executive Director;
 - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Messrs. CCIF CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. to, as special business, consider and, if thought fit, pass 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 shares of the Company (the “**Shares**”) 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;

NOTICE OF AGM

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) 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 existing 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 bye-laws of the Company in force from time to time; or (iv) any issue of Shares 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:

- (aa) 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
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

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 bye-laws of the Company, the Companies Act (the “**Companies Act**”) 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
- (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

NOTICE OF AGM

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, as special business, consider and, if thought fit, pass 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 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 Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (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 Act or any other applicable laws of Bermuda to be held; or
 - (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.”

6. to, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

NOTICE OF AGM

AS SPECIAL RESOLUTION:

7. to, as special business, consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** subject to compliance with the relevant legal procedures and requirements under Bermuda laws and with effect from the business day immediately following the day of passing of this resolution:

- (a) the entire balance standing to the credit of the share premium account of the Company be reduced to nil (“**Share Premium Reduction**”);
- (b) the credits arising from the Share Premium Reduction be transferred to the contributed surplus account of the Company and applied by the Directors in accordance with the bye-laws of the Company and all applicable laws; and
- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

Yours faithfully,
For and on behalf of
the board of directors of
Prime Investments Holdings Limited
Wang Wen Xia
Chairman

Hong Kong, 30 October 2009

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suite 6305, 63/F
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. 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 to this circular.