

---

**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 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 in Prime Investments Holdings Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**PRIME INVESTMENTS HOLDINGS LIMITED**  
*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*  
(Stock Code: 721)

## **PROPOSED CHANGE OF COMPANY NAME**

---

A notice convening the special 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 10:30 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the special 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](http://www.hkex.com.hk).

Whether or not you are able to attend the special 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 special 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 special general meeting or any adjournment thereof should you so wish.

13 November 2009

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	2
Proposed Change of Company Name .....	2
SGM .....	4
Responsibility statement .....	4
Recommendation .....	4
<b>Notice of SGM</b> .....	5

---

## DEFINITIONS

---

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

“Announcement”	the announcement of the Company dated 11 November 2009 regarding, among others, the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Prime Investments Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Prime Investments Holdings Limited” to “Sunshine Capital Investments Group Limited” and the new Chinese name “明陽資本投資集團有限公司” be adopted
“SGM”	the special general meeting of the Company to be convened and held at Suite 6305, 63/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 10:30 a.m. to consider and approve the Proposed Change of Company Name
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

## 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, Clement

Mr. Ma Jie

*Independent non-executive Directors:*

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

Mr. 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

13 November 2009

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

The purpose of this circular is to provide you with the information relating to the resolution to be proposed at the SGM for the Proposed Change of Company Name and to give you the notice of SGM in order to enable you to make an informed decision on whether to vote for or against the resolution to be proposed.

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board announced on 11 November 2009 that it proposed to change the name of the Company from “Prime Investments Holdings Limited” to “Sunshine Capital Investments Group Limited” and to adopt the new Chinese name “明陽資本投資集團有限公司”, subject to the conditions set out below being fulfilled.

---

## LETTER FROM THE BOARD

---

### **Conditions of the change of name**

The Proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the SGM to approve the change of the Company name; and
2. if necessary, the Registrar of Companies in Bermuda approving the change of the Company name.

The new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the change of name**

The Group is principally engaged in the investments in securities and in listed and unlisted equities in the PRC and Hong Kong. As the Company's investments are mainly in the PRC and Hong Kong, it is necessary for the Company to have a Chinese name to represent its business nature. The Board considers that the Proposed Change of Company Name can more accurately reflect the current principal activities of the Group. In addition, the new name can also refresh the Company's corporate image and identity. The Board is of the opinion that the Proposed Change of Company Name will clearly benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

### **Effects of change of the name of the Company**

The change of the name of the Company will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the proposed change of the name of the Company becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the name of the Company becomes effective, new share certificates will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate on the results of the SGM, the effective dates of the change of the name of the Company and the new stock short name of the shares of the Company.

---

## LETTER FROM THE BOARD

---

### SGM

There is set out on pages 5 to 6 of this circular a notice convening the SGM to be held at Suite 6305, 63/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 December 2009 at 10:30 a.m.. At the SGM, a special resolution will be put forward to the Shareholders to approve the Proposed Change of Company Name. According to Rule 13.39(4) of the Listing Rules, any voting of the Shareholders at the SGM will be taken by way of poll and an announcement will be made after the SGM on the results of the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution to be approved at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying proxy form, 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 holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjourned thereof should you so wish.

### 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, that 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 believe that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the resolution to be proposed at the SGM.

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

---

## NOTICE OF SGM

---



### **PRIME INVESTMENTS HOLDINGS LIMITED**

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

(Stock Code: 721)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special 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 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be and is hereby changed from “Prime Investments Holdings Limited” to “Sunshine Capital Investments Group Limited” and the new Chinese name “明陽資本投資集團有限公司” be adopted with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By order of the Board of  
**Prime Investments Holdings Limited**  
**Wang Wen Xia**  
*Chairman*

Hong Kong, 13 November 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 SGM

---

*Notes:*

1. A member entitled to attend and vote at the special 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 special 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. A form of proxy for use at the special general meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkex.com.hk](http://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 such power or authority, at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the special general meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the special general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the special general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.