



## **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 (the “**Meeting**”) of Prime Investments Holdings Limited (the “**Company**”) will be held at 4:30 p.m. on Tuesday, 15 January 2008 at Suite 6305, 63/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

#### **ORDINARY RESOLUTION**

To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution of the company:

- (1) “**THAT** subject to and conditional upon the passing of Ordinary Resolution No.2 set out in this Notice and the conditions referred to therein being satisfied or fulfilled, the operation of the existing share option scheme adopted by the Company by ordinary resolution of its shareholders on 24 May 2001 be terminated.”
- (2) “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company falling to be issued pursuant to the share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme.”

Yours faithfully

On behalf of the board of directors of  
**Prime Investments Holdings Limited**

**Ms. Wang Wen Xia**

*Executive Director/CEO*

Hong Kong, 20 December 2007

*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 (or any adjournment thereof) is entitled to appoint one or more proxy 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 Meeting (or any adjournment thereof) is enclosed.
- 3 Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- 4 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 notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time for holding 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.

*As at the date hereof, the Board comprises Ms. Wang Wen Xia and Mr. Pong Po Lam, Paul and Mr. Wong Kwong Chi, Simon being the executive Directors, Mr. Lan Ning, Dr. Chan Po Fun, Peter and Mr. Ding Xiaobin being the non-executive Directors and Dr. Cheung Wai Bun, Charles, Mr. Zhang Yong and Mr. Gu Qiu Rong being the independent non-executive Directors.*