



## PRIME INVESTMENTS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 721)

### RESIGNATION OF DIRECTORS, RE-DESIGNATION OF DIRECTOR

The Board announces that Mr. Lau Sze Shing, Edward has tendered his resignation as chairman of the Board, executive Director and Authorised Representative on 22 February 2005 with immediate effect. The reasons for his resignation are set out below.

Mr. Lan Ning has been appointed as the Authorised Representative with effect from 28 February 2005 to take up the vacancy left by Mr. Lau's departure. Mr. Lan Ning has also been re-designated as an executive Director from his previous position as a non-executive Director, also with effect from 28 February 2005.

The Board also announces that Ms. Chan Man Yee had tendered her resignation as a non-executive Director with effect from 10 March 2005. Ms. Chan confirmed that she resigned due to personal reasons and she has no disagreement with the Board and that there are no circumstances connected with her resignation that needs to be brought to the attention of the Shareholders.

Reference is made to the announcement of the Company dated 17 January 2005 in relation to the appointment of Ms. Wang Wen Xia as an executive Director with effect from 15 January 2005. The Board wishes to clarify that Ms. Wang Wen Xia was appointed as the chief executive officer of the Company as well as an executive Director on 15 January 2005.

Trading in shares of the Company on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 14 February 2005 and will remain suspended pending the demonstration by the Company to the satisfaction of the Stock Exchange that, among others, the continual listing of the shares of the Company is warranted.

#### RESIGNATION OF MR. LAU SZE SHING, EDWARD AS DIRECTOR AND AUTHORISED REPRESENTATIVE

The board (the "**Board**") of directors (the "**Directors**") of Prime Investments Holdings Limited (the "**Company**") announces that Mr. Lau Sze Shing, Edward ("**Mr. Lau**") has tendered his resignation as chairman of the Board, executive Director and authorised representative ("**Authorised Representative**") of the Company on 22 February 2005 with immediate effect. Mr. Lau was not the investment manager of the Company or an employee of or otherwise related to the investment manager of the Company.

The Company was advised by Mr. Lau on 8 February 2005 that certain allegations were made against Mr. Lau in connection with a private company of which Mr. Lau is a shareholder and director for the period between August 2002 and January 2004 and that the case had come under police investigation. Due to the fact that their information is potentially price sensitive, trading in shares of the Company on the Stock Exchange was suspended at the request of the Company from 9:30 a.m. on 14 February 2005, being the next trading day.

The Company had enquired with Mr. Lau who advised that the allegations were made against Mr. Lau personally and had nothing to do with the Company. The Company had also enquired with Mr. Lau's solicitors who had advised the same in writing. Mr. Lau had indicated to the Company that he would be defending the allegations, but is not in a position to disclose any particulars of the allegations for the time being since the case is still under police investigation and any disclosure of information may lead to perverting the course of justice. Mr. Lau had also advised that no charges have been laid against him.

In the meantime, Mr. Lau has resigned from the Board, considering that doing so would be in the best interest of the Company in light of the allegations, and would clarify the matter with the Board when the case is finalised. The Company will make further announcement in relation to the development of the case of Mr. Lau once the case is concluded.

Mr. Lau has confirmed that there is no other matter that should be brought to the attention of the shareholders of the Company and he does not have any disagreement with the Board.

Neither the Company nor any of the Directors have been approached by the police because of this incident.

The Board would like to express its sincere gratitude to Mr. Lau for his valuable contribution to the Company during the tenure of his service. Because of the demands of Mr. Lau's other personal commitments, his general supervisory and strategic management role had been progressively taken up by Ms. Wang Wen Xia, an executive Director and chief executive officer of the Company since Ms. Wang's appointment in January 2005. The Board confirms that Mr. Lau's resignation will not result in any negative impact on the operations or otherwise of the Company. Save for being one of the ultimate shareholders of the Company as at the date of this announcement and a director of the Company before his resignation, Mr. Lau did not have and do not have any other relationship or business dealing with the Company.

#### RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF AUTHORISED REPRESENTATIVE

Mr. Lan Ning has been appointed as the Authorised Representative with effect from 28 February 2005 to take up the vacancy left by Mr. Lau's departure. Mr. Lan Ning has also been re-designated as an executive Director from his previous position as a non-executive Director, also with effect from 28 February 2005.

Mr. Lan Ning, aged 41, is an executive Director and vice-chairman of the Group. Mr. Lan has joined the Group since February 2004 as a non-executive Director. Save for his current position as an executive director of Goldbond Group Holdings Limited, a company incorporated in Hong Kong and the shares of which are listed on the main board of the Stock Exchange, Mr. Lan did not hold any other directorships in other publicly listed companies in Hong Kong in the three years immediately preceding the date of this announcement. Mr. Lan holds a Beijing International Master of Business Administration degree from Peking University and has extensive experience in various businesses including international trading, property development and corporate merger advisory services. In particular, Mr. Lan is a director of Guangzhou Poly Investment Limited and Guangdong Poly Investment Limited, both being subsidiaries of China Poly Group PRC. Both of Guangzhou Poly Investment Limited and Guangdong Poly Investment Limited are principally engaged in financial investment and provision of advisory service in relation to merger and acquisition and corporate finance for their respective customers and China Poly Group is principally engaged in the development and investment of real properties and trading of various goods including garment products and wooden material. Mr. Lan has been actively involved at the director's level in investment, asset management, securities and domestic and overseas strategic investment services for third party investors in PRC project, with an investment amount ranging from approximately Renminbi 20,000,000 to approximately Renminbi 210,000,000 for over 7 years. These projects relate to establishment of joint venture in the PRC and Capital raising for research and development of the companies established in the PRC. His duties in respect of these projects include making management decisions for those companies. There is no service contract between the Company and Mr. Lan and his appointment with the Company is not for any specific length of service and with no remuneration. As such, Mr. Lan's appointment is terminable under law by either party by reasonable notice, being not less than 7 days under the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). Mr. Lan does not have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)). Save for being a director of Oceanwide Investments Limited, which is an indirect shareholder of the Company holding 8,500,000 shares (representing approximately 17.71% of the entire issued share capital of the Company). Mr. Lan is not connected with any directors, senior management or substantial shareholders of the Company. Apart from the above, there are no other matters that needs to be brought to the attention of the shareholders of the Company.

#### RESIGNATION OF MS. CHAN MAN YEE AS DIRECTOR

The Board also announces that Ms. Chan Man Yee had tendered her resignation as a non-executive Director with effect from 10 March 2005. Ms. Chan confirmed that she resigned due to personal reasons, more specifically, that she wished to afford more time to her other business commitments. Ms. Chan also confirmed that she has no disagreement with the Board and that there are no circumstances connected with her resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere appreciation towards Ms. Chan for her contribution to the Company during her term of service and would like to take this opportunity to wish Ms. Chan every success in the future.

## CLARIFICATION

Reference is made to the announcement of the Company dated 17 January 2005 in relation to the appointment of Ms. Wang Wen Xia as executive Director with effect from 15 January 2005. The Board wishes to clarify that Ms. Wang Wen Xia was appointed as the chief executive officer of the Company as well as an executive Director on 15 January 2005. Ms. Wang, aged 44, holds a master degree in finance from Dongbei University of Finance and Economics. Ms. Wang currently holds senior management positions in various unlisted companies incorporated in the People's Republic of China with limited liability but did not hold any position in other listed companies in the last three years prior to her appointment. In particular, Ms. Wang has over 5 years' active experience at the management level in structured finance, investment and asset management services for third party investors in PRC joint venture projects, with an investment amount of up to approximately Renminbi 200,000,000. These projects relate to properties development and her duties in respect of these projects include deciding how to invest the fund for the properties development projects. Ms. Wang's duties include but not limited to decision making and financial data analysis. The then employer of Ms. Wang was a corporation carrying on business of mergers and acquisitions and real property development.

## RESUMPTION OF TRADING

Trading in shares of the Company on the Stock Exchange had been suspended at the request of the Company from 9:30 a.m. on 14 February 2005 and will remain suspended pending the release of an announcement in relation to the demonstration by the Company to the satisfaction of the Stock Exchange that, among others, the continual listing of the shares of the Company is warranted.

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

Hong Kong, 11 May 2005

*As at the date of this announcement, the Board comprises Ms. Chiu Kam Hing, Kathy, Mr. Pong Po Lam, Paul, Ms. Ho Chiu King, Pansy, Mr. Wu Shenbin, Mr. Lan Ning and Ms. Wang Wen Xia being the executive Directors, 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.*

Please also refer to the published version of this announcement in The Standard.