



# PRIME INVESTMENTS HOLDINGS LIMITED

*(Incorporated in the Cayman Islands 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 Taurus Room, 33/F., Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Friday, 13 January 2006 at 3.00 p.m. for the following purposes:

1. to receive and consider the audited combined financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 June 2005;
2.
  - (a) to re-elect Ms. Wang Wen Xia as Director;
  - (b) to re-elect Ms. Chiu Kam Hing, Kathy as Director;
  - (c) to re-elect Mr. Pong Po Lam, Paul as Director;
  - (d) to re-elect Ms. Ho Chiu King, Pansy as Director;
  - (e) to re-elect Mr. Wu Shenbin as Director; and
  - (f) to authorise the board of Directors to fix the Directors’ 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 the following resolutions as ordinary resolutions:

**“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above 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 (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) 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 or any applicable laws of the Cayman Islands to be held.”;

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

**“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong), or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or of its subsidiaries of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 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 said approval shall be limited accordingly; and

- (b) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of;
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) 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 or any applicable laws of the Cayman Islands to be held.”;

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

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot, issue shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no. 4, provided that such amount shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”.

Yours faithfully  
On behalf of the Board  
**Prime Investments Holdings Limited**  
**Ms. Wang Wen Xia**  
*Chief Executive Officer*

Hong Kong, 21 December 2005

*Registered office:*                      *Principal place of business in  
Hong Kong:*

Century Yard                              Suite 504, 5/F  
Cricket Square                            Chinachem Tower  
Hutchins Drive                            34 – 37 Connaught Road Central  
P.O. Box 2681 GT                        Hong Kong  
George Town  
Grand Cayman  
British West Indies

*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 articles of association 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](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 that power or authority, at the offices of the Company's branch registrar in Hong Kong, Tengis Limited, at the Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (which will be relocated to 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, with effect from 3 January 2006) 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 resolutions nos. 5 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 under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited. 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 of the Company or any scrip dividend scheme which may be approved by the shareholders.

4. In relation to proposed resolution no. 4 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 Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited is set out in Appendix I of this circular.

*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.