



# PRIME INVESTMENTS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 721)

## POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that all the resolutions proposed at the EGM were duly passed on 3 April 2006. Trading in the Shares 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 is warranted. Further announcement will be made to inform the Shareholders as regards the progress of such application for resumption of trading as and when appropriate. The resumption of trading in the Shares is also a condition precedent to Completion of the Subscription.

Reference is made to the circular of the Company (the "Circular") dated 10 March 2006 relating to, among other things, the proposed Change of Domicile and adoption of the new memorandum of continuance and bye-laws, the Capital Reorganisation, the Subscription and the Whitewash Waiver. Terms used herein shall have the same meanings as defined in the Circular.

### RESULT OF THE EGM

The Board is pleased to announce that all the resolutions in respect of (i) the proposed Change of Domicile and adoption of the new memorandum of continuance and bye-laws; (ii) the Capital Reorganisation; (iii) the Subscription; and (iv) the Whitewash Waiver were duly passed by the Independent Shareholders by way of poll at the EGM. The total number of Shares entitling the holders thereof to attend the vote for or against the above resolutions at the EGM is 39,500,000 Shares, representing approximately 82.3% of the issued share capital of the Company as at the date of this announcement. Oceanwide and parties acting in concert with it have abstained from voting at the EGM in respect of the resolutions.

The poll results of the resolutions proposed at the EGM were as follows:

Special Resolutions	Number of Shares for (%)	Number of Shares against (%)	Total number of votes
Resolution No. 1	12,050,000 (100%)	0	12,050,000
Resolution No. 2	12,050,000 (100%)	0	12,050,000
<b>Ordinary Resolutions</b>			
Resolution No. 3	12,050,000 (100%)	0	12,050,000
Resolution No. 4	12,050,000 (100%)	0	12,050,000

The Company's branch share registrar in Hong Kong, Tengis Limited was appointed as the scrutineer at the EGM for the purpose of vote-taking.

### CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company prior to and immediately following Completion, based on the number of issued Shares as at the date of this announcement:

	As at the date of this announcement		After Completion of the Subscription	
	Shares	approximate %	New Shares	approximate %
The Subscriber and parties acting in concert with it (as defined in the Takeovers Code)	—	—	89,142,857	65.0
Advance Elite Holdings Limited (Note 1)	8,500,000	17.7	8,500,000	6.2
Deng Chi Yuan (Note 2)	4,830,000	10.1	4,830,000	3.5
Public	34,670,000	72.2	34,670,000	25.3
Total	<u>48,000,000</u>	<u>100.0</u>	<u>137,142,857</u>	<u>100.0</u>

#### Notes:

- Advance Elite Holdings Limited is a wholly-owned subsidiary of Oceanwide. As far as the Directors are aware, Mr. Lau and Ms. Chan Sui Kuen, the spouse of Mr. Lau, are beneficial shareholders of approximately 28.75% and 12.08% respectively of the issued share capital of Oceanwide. The remaining issued share capital of Oceanwide is owned as to approximately 20.83% by Mr. Paul Lan, approximately 21.67% by Ms. Cheung Sze Wing and approximately 16.67% by CITIC Group which is wholly and beneficially owned by the State Assets Committee. Save for Ms. Chan Sui Kuen is the spouse of Mr. Lau, the shareholders of Oceanwide are independent and not connected with each other.
- To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Deng Chi Yuan is not related to any connected person to the Company as at the Latest Practicable Date, and his holding of about 3.5% of the issued share capital of the Company after Completion will be regarded as public float.

Immediately upon Completion, the Subscriber will become the controlling Shareholder holding approximately 65.0% of the issued share capital of the Company as enlarged by the allotment and issue of Subscription Shares and the public float of the Company will be approximately 28.8%.

## **GENERAL**

Trading in the Shares 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 is warranted. Further announcement will be made to inform the Shareholders as regards the progress of such application for resumption of trading as and when appropriate. The resumption of trading in the Shares is also a condition precedent to Completion of the Subscription

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

Hong Kong, 3 April 2006

*As at the date of this announcement, the Board comprises Ms. Wang Wen Xia and Mr. Pong Po Lam, Paul 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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