

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

Bright Prosperous Holdings Limited

晉盈控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 723)

PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

The Placing Agreement and the Subscription Agreement

Pursuant to a placing agreement dated 14 October 2009, as amended by a supplemental placing agreement dated 19 October 2009 entered into between the Vendor, the Placing Agent and the Company, the Placing Agent has agreed, on a best effort basis, to place up to 917,640,000 Placing Shares at Placing Price of HK\$0.081 per Placing Share to not less than six Placees. The Vendor also entered into a subscription agreement on 14 October 2009 and a supplemental subscription agreement on 19 October 2009 with the Company. Pursuant to the Placing Agreement and the Subscription Agreement, the Vendor conditionally agreed to subscribe for such number of Subscription Shares equal to the number of Placing Shares actually placed under the Placing Agreement at a price of HK\$0.081 per Subscription Share.

The Placing Price (which is equal to the Subscription Price) of HK\$0.081 represents (a) a discount of approximately 5.81% to the closing price of HK\$0.086 per Share as quoted on the Stock Exchange on 14 October 2009, being the last trading day immediately preceding the date of the Placing Agreement and the Subscription Agreement; (b) a discount of approximately 6.90% to the average closing price of HK\$0.087 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 14 October 2009; and (c) a discount of approximately 8.06% to the average closing price of HK\$0.0881 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 14 October 2009.

* For identification purpose only

The maximum number of 917,640,000 Placing Shares (which is equal to the maximum number of 917,640,000 Subscription Shares) represents (i) approximately 11.34% of the existing issued share capital of the Company of 8,094,636,930 Shares as at the date of this announcement; and (ii) approximately 10.18% of the issued share capital of the Company of 9,012,276,930 Shares as enlarged by the Subscription.

The Subscription is conditional upon, among other things, (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares; (ii) completion of the Placing having occurred pursuant to the Placing Agreement; and (iii) the Takeovers Executive confirming that no waiver is required, or granting a waiver from the obligation of the Vendor to make a general offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers.

Assuming all 917,640,000 Subscription Shares are issued by the Company, the gross proceeds of the Subscription is expected to be approximately HK\$74,328,840 and the net proceeds is expected to be approximately HK\$72,098,975 which are intended to be used as the working capital of the Company.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

Resumption of Trading

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m. on 15 October 2009 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 20 October 2009.

PLACING AGREEMENT

Date

On 14 October 2009, a placing agreement was entered into by the parties which was amended by a supplemental placing agreement dated 19 October 2009.

Parties

The Vendor, the Company and the Placing Agent

The Vendor is a substantial Shareholder. As at the date of this announcement, the Vendor beneficially owns 2,420,280,000 Shares, representing approximately 29.90% of the issued share capital of the Company as at the date of this announcement.

Placing Agent

The Placing Agent will receive a placing fee of 3% on the gross proceeds of the Placing, which was arrived at after arm's length negotiations between the Company and the Placing Agent. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owners are third parties independent of the Group and are not connected persons (as defined in the Listing Rules) of the Company.

Placees

The Placing Agent agreed to place the Placing Shares, on a best efforts basis, to not less than six Placees who and whose ultimate beneficial owners are third parties independent of the Company and are not connected persons (as defined in the Listing Rules) of the Company, and are independent of, and not acting in concert with, the Vendor and parties acting in concert with it. The Placing Agent will ensure that none of the Placees will become a substantial Shareholder of the Company as a result of the Placing.

Placing Price

The Placing Price (which is equal to the Subscription Price) of HK\$0.081 represents:

- (a) a discount of approximately 5.81% to the closing price of HK\$0.086 per Share as quoted on the Stock Exchange on 14 October 2009, being the last trading day immediately preceding the date of the Placing Agreement and the Subscription Agreement;
- (b) a discount of approximately 6.90% to the average closing price of HK\$0.087 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 14 October 2009; and
- (c) a discount of approximately 8.06% to the average closing price of HK\$0.0881 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 14 October 2009.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and the Placing and the Subscription are in the interests of the Company and the Shareholders as a whole.

Number of the Placing Shares

The maximum number of 917,640,000 Placing Shares (which is equal to the maximum number of 917,640,000 Subscription Shares) represents (i) approximately 11.34% of the existing issued share capital of the Company of 8,094,636,930 Shares as at the date of this announcement; and (ii) approximately 10.18% of the issued share capital of the Company of 9,012,276,930 Shares as enlarged by the Subscription.

Ranking of Placing Shares

The Placing Shares rank *pari passu* among themselves and with Shares in issue as at the date of this announcement.

Conditions of the Placing

The Placing is unconditional.

Completion

The Placing is expected to be completed on or before 22 October 2009.

SUBSCRIPTION AGREEMENT

Date

On 14 October 2009, a subscription agreement was entered into by the parties which was amended by a supplemental subscription agreement dated 19 October 2009.

Parties

The Company and the Vendor

The Subscription Price

The Subscription Price is HK\$0.081 per Subscription Share. The aggregate amount of Subscription Price shall be equal to the aggregate amount of Placing Price and it was determined after arm's length negotiation between the Company and the Vendor with reference to the Placing Price.

Number of Subscription Shares

The number of Subscription Shares is equal to the number of Placing Shares, being up to 917,640,000 Subscription Shares.

Ranking of Subscription Shares

The Subscription Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares in issue at the time of issue and allotment of the Subscription Shares.

The Subscription Shares

The Subscription Shares are to be issued under the General Mandate. The total number of issued Shares as at the date of the AGM was 8,094,636,930 shares of HK\$0.01 each. Pursuant to the General Mandate, the total number of new Shares that the Company is authorised to allot and issue is 1,618,927,386, which represents 20% of the then issued share capital of the Company as at the date of passing of the General Mandate. Since the date of the AGM and up to the date of this announcement, no new Shares have been allotted and issued by the Company under the General Mandate.

Conditions of the Subscription

The Subscription is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in, the Subscription Shares (and such permission and listing not subsequently being revoked prior to the allotment and issue of Subscription Shares);
- (ii) completion of the Placing having occurred pursuant to the Placing Agreement; and
- (iii) the Takeovers Executive confirming that no waiver is required, or granting a waiver from the obligation of the Vendor to make a general offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers.

Completion

Under Rule 14A.31(3)(d) of the Listing Rules, the Subscription must complete within 14 days from the date of the Placing Agreement and Subscription Agreement. Pursuant to the Subscription Agreement and in compliance with the said Rule, completion for the Subscription shall occur on, that is, on or before 27 October 2009 (or such other day as agreed between the parties).

In the event that the conditions to the Subscription Agreement are not fulfilled by 27 October 2009 (or such later date as may be agreed by the Company and the Vendor), all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and determine and none of the parties shall have any claim against any other in respect of the Subscription.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the building materials business with a focus on marble and light-weight building materials supply and installation and development of property projects in Dongguan in the PRC. The Group is also engaged in the business of sustainable management and investments in tropical hardwood and softwood natural forests in Brazil, other parts of South America and Russia, trading, processing, marketing and distribution of timber products under its brand to PRC, India, Europe, Japan and USA. Having taken into consideration of various fund raising alternatives, the Directors believe that the Placing and the Subscription do not only represent an opportunity to raise capital for the Company, it could also enlarge and broaden the shareholding and capital bases of the Company allowing the Company to position itself favorably in anticipation of increased public and private construction and infrastructure activities in Brazil leading up to World Cup in 2014 and Olympics in 2016. Accordingly, the Directors consider the Placing Agreement and Subscription Agreement are in the interest of the Company and the Shareholders as a whole.

Assuming all 917,640,000 Subscription Shares are issued by the Company, the gross proceeds of the Subscription is expected to be approximately HK\$74,328,840 and the net proceeds is expected to be approximately HK\$72,098,975 which are intended to be used as the working capital of the Company.

FUND RAISING DURING THE PAST 12 MONTHS

A placing agreement was entered between the Company and a placing agent on 1 June 2009, pursuant to which the Company agreed to place through the placing agent, on a best efforts basis, a maximum of 5,636,360,000 placing shares to not less than six placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules) at a price of HK\$0.055 per placing share. The placing of 3,523,280,000 shares was completed on 30 July 2009 and net proceeds raised from such placing were approximately HK\$187.8 million.

The abovementioned fund raising exercise was intended to increase the working capital of the Company, which was also the actual use of the net proceeds.

EFFECTS ON SHAREHOLDING STRUCTURE

The effects on the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Placing but before the Subscription (assuming all of 917,640,000 Placing Shares were actually placed); and (iii) immediately after the Subscription are set out below (assuming all of 917,640,000 Placing Shares were actually placed):

	As at the date of this announcement		Immediately after the Placing but before the Subscription		Immediately after the Subscription	
	Shares	Approximate %	Shares	Approximate %	Shares	Approximate %
Ms. Chung Oi Ling, Stella (Note 1)	75,000,000	0.93	75,000,000	0.93	75,000,000	0.83
Ms. Lau Wa Chun (Note 2)	2,100,000	0.03	2,100,000	0.03	2,100,000	0.02
The Vendor	2,420,280,000	29.90	1,502,640,000	18.56	2,420,280,000	26.86
Placees (Note 3)	0	0	917,640,000	11.34	917,640,000	10.18
Other public shareholders	5,597,256,930	69.15	5,597,256,930	69.15	5,597,256,930	62.11
Total:	<u>8,094,636,930</u>	<u>100.00</u>	<u>8,094,636,930</u>	<u>100.00</u>	<u>9,012,276,930</u>	<u>100.00</u>

Notes:

1. Ms. Chung Oi Ling, Stella is an executive Director.
2. Ms. Lau Wa Chun is an independent non-executive Director.
3. Such Shares would be allotted and issued upon completion of the Placing.

GENERAL

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Subscription Shares.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m. on 15 October 2009 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 20 October 2009.

TERMS AND DEFINITIONS

In this announcement, unless the context requires otherwise, terms used herein shall have the following meaning:

“AGM”	the annual general meeting of the Company held on 21 August 2009
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Bright Prosperous Holdings Limited, a company incorporated in Bermuda with limited liability whose securities are listed on the main board of the Stock Exchange
“Directors”	directors of the Company
“General Mandate”	the mandate granted to the Directors by the Shareholders at the AGM to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange and any amendments thereto
“Placees”	any individuals, corporate or institutional investors or other investors procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under Placing Agreement

“Placing”	the placing of the Placing Shares pursuant to the Placing Agreement
“Placing Agent”	Sun Hung Kai Investment Services Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 4 (advising on securities) of the regulated activities under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
“Placing Agreement”	the agreement dated 14 October 2009, as amended by a supplemental placing agreement dated 19 October 2009, entered into by the Vendor, the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.081 per Placing Share
“Placing Shares”	up to 917,640,000 existing Shares beneficially owned by the Vendor and to be placed to the Placees by the Placing Agent pursuant to the Placing Agreement
“PRC”	the People’s Republic of China and for the purpose of this announcement shall exclude Hong Kong, the Macau Special administrative Region and Taiwan
“Shares”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of up to 917,640,000 new Shares by the Vendor pursuant to the terms of the Subscription Agreement
“Subscription Agreement”	the conditional agreement dated 14 October 2009, as amended by a supplemental subscription agreement dated 19 October 2009, entered into by the Vendor and the Company in relation to the Subscription
“Subscription Price”	HK\$0.081 per Subscription Share, which is equal to the Placing Price
“Subscription Share(s)”	up to 917,640,000 new Shares to be subscribed by the Vendor pursuant to the Subscription Agreement, the actual number of which shall be equal to the number of Placing Shares

“subsidiary”	has the meaning ascribed to it in section 2(4) of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of the Takeovers Executive
“Vendor”	Winner Global Holdings Limited, a company incorporated in the British Virgin Islands and having its registered office at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
“%”	per cent

By order of the Board
Bright Prosperous Holdings Limited
Leung Chau Ping, Paul
Executive Director

Hong Kong, 19 October 2009

As at the date of this announcement, the Board consists of Mr. Leung Chau Ping, Paul and Ms. Chung Oi Ling, Stella as executive Directors and Mr. Leung Siu Hung, Joel, Mr. Chu Kin Wang, Peleus and Ms. Lau Wa Chun as independent non-executive Directors.