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## **Bright Prosperous Holdings Limited**

**晉盈控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 723)**

### **PROPOSED SHARE CONSOLIDATION AND CHANGE OF BOARD LOT SIZE**

The Board proposes to implement the Share Consolidation on the basis that every 16 issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be consolidated into 3 Consolidated Shares of HK\$0.0533 each.

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing details of the Share Consolidation together with a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

### **SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every 16 issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be consolidated into 3 Consolidated Shares of HK\$0.0533 each. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

### **Effects of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company is HK\$725,340,000, divided into 45,000,000,000 Shares and 27,534,000,000 Preference Shares, of which 9,055,276,930 Shares and 23,230,188,233 Preference Shares have been issued and fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the basis that the Company does not allot or issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$725,340,000, divided into 8,437,500,000 Consolidated Shares and 27,534,000,000 Preference Shares, of which 1,697,864,424 Consolidated Shares and 23,230,188,233 Preference Shares will be in issue.

\* For identification purpose only

The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's bye-laws. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which a Shareholder may be entitled. The conversion price of the Preference Shares will be adjusted according to the terms of the Preference Shares.

### **Change of board lot size**

At present, the board lot size for trading in the Shares is 40,000 Shares. After the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will be 7,500 Consolidated Shares.

### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective and those Consolidated Shares which may fall to be issued pursuant the conversion of the Preference Shares.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional on:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the SGM; and
- (ii) the Stock Exchange granting the listing of, and the permission to deal in, the Consolidated Shares in issue.

### **Reasons for the Share Consolidation**

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about a corresponding upward adjustments in the trading price of the Consolidated Shares on the Stock Exchange and the Board believes that it may attract more investors and extend the shareholders base of the Company. The Board therefore believes that the Share Consolidation is in the interests of the Company and its Shareholders as a whole.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be stated in the circular to be despatched to the Shareholders in relation to the Share Consolidation.

## Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be at 4:30 p.m. on 27 November 2009, Shareholders may, on or after 30 November 2009 until 8 January 2010 (both days inclusive) submit share certificates for existing Shares to Tricor Tengis Ltd., the branch share registrar and transfer office of the Company in Hong Kong at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for share certificates of the Consolidated Shares on the basis of 16 existing Shares for 3 Consolidated Shares. Thereafter, certificates of existing Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever number is higher, payable by Shareholders.

Colour of the new share certificates will be stated in the circular to be despatched to the Shareholders in relation to the Share Consolidation.

## EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation.

2009

Despatch of circular together with notice of SGM . . . . .	on or before 10 November
Latest time for lodging the form of proxy . . . . .	9:00 a.m. on 25 November
SGM . . . . .	9:00 a.m. on 27 November
Effective date of the Share Consolidation . . . . .	4:30 p.m. on 27 November
Dealings in Consolidated Shares commence . . . . .	9:30 a.m. on 30 November
First date of free exchange of existing share certificates for new share certificates for Consolidated Shares. . . . .	30 November
Original counter for trading in Shares in board lot size of 40,000 Shares temporarily closes . . . . .	9:30 a.m. on 30 November
Temporary counter for trading in Consolidated Shares in board lot size of 7,500 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:30 a.m. on 30 November
Original counter for trading in Consolidated Shares in board lot size of 7,500 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:30 a.m. on 14 December
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates commences . . . . .	9:30 a.m. on 14 December

First date for the designated broker to provide matching services for the odd lots of Consolidated Shares . . . . . 9:30 a.m. on 14 December

Temporary counter for trading in Consolidated Shares in board lot size of 7,500 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:00 p.m. on 5 January 2010

Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates ends . . . . . 4:00 p.m. on 5 January 2010

Last date for the designated broker to provide matching services for the odd lots of Consolidated Shares . . . . . 4:00 p.m. on 5 January 2010

Last date of free exchange of existing share certificates for new share certificates for Consolidated Shares . . . . . 8 January 2010

Dates and times specified in the above timetable are Hong Kong dates and times.

The above timetable is indicative only and may be varied by the Company. Further announcement will be made by the Company on any consequential changes to the expected timetable as and when necessary and appropriate.

## **GENERAL**

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM. A circular containing details of the Share Consolidation together with a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

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

“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
“Consolidated Share(s)”	ordinary share(s) of HK\$0.0533 each in the share capital of the Company after the Share Consolidation becoming effective

“Directors”	directors of the Company
“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
“Preference Shares”	shares of HK\$0.01 each in the share capital of the Company, carrying the rights for conversion into Shares (or Consolidated Shares after the Share Consolidation becoming effective)
“SGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation
“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
“Share Consolidation”	the proposed consolidation of every 16 Shares into 3 Consolidated Shares
“subsidiary”	has the meaning ascribed to it in section 2(4) of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“%”	per cent

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

Hong Kong, 27 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.*