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If you are in any doubt about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bright Prosperous Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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**Bright Prosperous Holdings Limited**  
**晉盈控股有限公司\***

(proposed to be renamed to Sustainable Forest Holdings Limited)  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 723)

**PROPOSED CHANGE OF COMPANY NAME  
AND  
ADOPTION OF CHINESE NAME FOR  
IDENTIFICATION PURPOSE  
AND  
PROPOSED REFRESHMENT OF EXISTING GENERAL MANDATE  
TO ISSUE SHARES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**Independent financial adviser to the Independent Board Committee and  
the Independent Shareholders**

**VINCO** 城高

**Grand Vinco Capital Limited**

*(A wholly-owned subsidiary of Vinco Financial Group Limited)*

A notice convening a special general meeting (the "SGM") of Bright Prosperous Holdings Limited to be held at the Conference Room, Rooms 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong at 10:30 a.m. on Thursday, 21 January 2010 is set out on pages 17 to 20 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so wish.

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## RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company held on 21 August 2009;
“associate(s)”	has the same meaning as ascribed in the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the Bye-laws of the Company and references to “ <b>Bye-law</b> ” shall be construed accordingly;
“Company”	Bright Prosperous Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange;
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Existing General Mandate”	the general mandate approved by the Shareholders at the AGM to grant to the Directors to issue and allot up to 20% of the issued share capital of the Company as at the date of the AGM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	an independent committee of the Board, comprising the independent non-executive Directors of the Company, namely Mr. Leung Siu Hung Joel, Mr. Chu Kin Wang, Peleus and Mr. John Tewksbury Banigan, duly appointed by the Board for the purpose of advising the Independent Shareholders in respect of the proposed resolution in relation to the refreshment of the Existing General Mandate as set out in the SGM Notice;

## DEFINITIONS

“Independent Financial Adviser” or “Vinc Capital”	Grand Vinco Capital Limited, a wholly-owned subsidiary of Vinco Financial Group Limited (stock code: 8340), a licensed corporation for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Existing General Mandate;
“Independent Shareholders”	Shareholders other than the controlling Shareholders and their associates, or where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates;
“Latest Practicable Date”	24 December 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“SGM”	the special general meeting of the Company to be convened and held at the Conference Room, Rooms 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 21 January 2010 at 10:30 a.m. to consider and, if thought fit, approve (i) the proposed change of Company’s English name and the adoption of new Chinese name for identification purpose; and (ii) the proposed refreshment of general mandate to issue shares;
“SGM Notice”	notice of the SGM which is set out on pages 17 to 20 of this circular;

## DEFINITIONS

“Share(s)”	Ordinary share(s) of HK\$0.0533 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.



**Bright Prosperous Holdings Limited**

**晉盈控股有限公司\***

(proposed to be renamed to Sustainable Forest Holdings Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

*Executive Directors:*

Mr. Leung Chau Ping, Paul

Mr. Chiu Raymond Yim

*Independent non-executive Directors:*

Mr. Leung Siu Hung, Joel

Mr. Chu Kin Wang, Peleus

Mr. John Tewksbury Banigan

*Registered office:*

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

*Principal place of business  
in Hong Kong:*

Rooms 3001-02

Top Glory Tower

262 Gloucester Road

Hong Kong

29 December 2009

*To the Shareholders, and for information only,  
holders of preference shares of the Company*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
ADOPTION OF CHINESE NAME FOR  
IDENTIFICATION PURPOSE  
AND  
PROPOSED REFRESHMENT OF EXISTING GENERAL MANDATE  
TO ISSUE SHARES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The Board announced on 10 August 2009 that it proposed to change the Company's English name and adopt a new Chinese name for identification purpose. The Board also proposes to refresh the Existing General Mandate to issue and allot up to 20% of the issued

\* for identification purposes only

## LETTER FROM THE BOARD

share capital of the Company as at the date of passing of the relevant resolution at the SGM. The purpose of this circular is to provide you with (i) information regarding the proposed change of Company's English name and adoption of new Chinese name for identification purpose; (ii) information regarding the refreshment of Existing General Mandate; and (iii) the SGM Notice at which the necessary resolutions will be proposed to consider and, if thought fit, to approve the proposed change of Company's English name and adoption of new Chinese name for identification purpose and the proposed refreshment of the Existing General Mandate.

### **PROPOSED CHANGE OF COMPANY'S ENGLISH NAME AND ADOPTION OF NEW CHINESE NAME FOR IDENTIFICATION PURPOSE**

The Board proposes to change the English name of the Company from "Bright Prosperous Holdings Limited" to "Sustainable Forest Holdings Limited" and to adopt the new Chinese name "永保林業控股有限公司" for identification purpose.

The Board believes that the proposed change of the Company's English name and adoption of the new Chinese name for identification will benefit the Group's future business development as the new name will better suit the expansion and diversification of the Group's business. The proposed change of Company's English name and adoption of new Chinese name for identification purpose are subject to:

- (a) the passing of a special resolution by Shareholders at the SGM; and
- (b) the approval of the change of English name by the Registrar of Companies in Bermuda.

The proposed change of Company's English name will take effect from the date on which the new name of the Company is entered on the register of companies maintained by the Registrar of Companies in Bermuda. The Company will adopt a new Chinese name of "永保林業控股有限公司" for identification purpose immediately after the change of English name has become effective. The Company will further carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

A special resolution as set out in the SGM Notice will be proposed at the SGM to consider, and if thought fit, to approve the proposed change of Company's English name and adoption of new Chinese name for identification purpose.

Upon the proposed change of Company's English name and adoption of new Chinese name for identification purpose becoming effective, all existing share certificates bearing the existing Company name will continue to be evidence of title to Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the change of Company's English name and adoption of new Chinese name for identification purpose. Upon the proposed change of the Company's English name and the adoption of new Chinese name for identification purpose becoming effective, any issue of share certificates thereafter will be in the new Company's name. Further announcement(s) will be made by the Company when the proposed change of Company's English name and adoption of new Chinese name becoming effective.



## LETTER FROM THE BOARD

### PROPOSED REFRESHMENT OF EXISTING GENERAL MANDATE TO ALLOT AND ISSUE SHARES

#### The Existing General Mandate

At the AGM, the Shareholders passed an ordinary resolution to grant to the Directors the Existing General Mandate to allot and issue not more than 1,618,927,386 shares of HK\$0.01 each, being 20% of the issued share capital of the Company as at the date of the AGM. The Company has not refreshed the Existing General Mandate since the AGM.

As disclosed in the announcement of the Company dated 23 October 2009, 917,640,000 new shares of HK\$0.01 each were issued under the Existing General Mandate upon completion of the top-up placing of 917,640,000 shares of HK\$0.01 each pursuant to a placing agreement and a subscription agreement, both dated 14 October 2009, as amended by supplemental agreements dated 19 October 2009, after which the Existing General Mandate has been substantially utilized.

#### Reasons for the refreshment of the Existing General Mandate

The Group is principally engaged in the building materials business with a focus on marble, stone and tile supply and installation. The Group is also engaged in the business of sustainable management of and investments in tropical hardwood and softwood natural forests in Brazil and Russia, trading, processing, marketing and distribution of timber products under its brand to PRC, India, Europe, Japan and USA.

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$725,340,000 divided into 8,437,500,000 Shares and 27,534,000,000 preference shares of par value HK\$0.01 each (“**Preference Shares**”), of which HK\$108,847,718.35 divided into 2,042,171,076 Shares and 21,393,886,091 Preference Shares was in issue and fully paid or credited as fully paid. In the event that the Company has not issued or repurchased any Shares up to the date of the SGM, the Company will be entitled to allot and issue not more than 408,434,215 Shares if the Existing General Mandate is refreshed.

Having regard to the dynamic market conditions, it is to the advantage of the Group to have the flexibility in raising additional funds and to have an additional option of financing to facilitate future investments and acquisitions. The Directors believe that a refreshment of the Existing General Mandate will provide the Group with maximum flexibility as allowed under the Listing Rules to allot and issue securities for cash or as consideration in acquisitions as and when the Directors think appropriate.

#### Period during which the refreshed mandate will remain effective

The refreshed mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

## LETTER FROM THE BOARD

### Fund raising activities during the past 12 months

A placing agreement was entered between the Company, Winner Global Holdings Limited and a placing agent on 14 October 2009, as amended by supplemental agreement dated 19 October 2009, pursuant to which the placing agent agreed, on a best effort basis, to place up to 917,640,000 shares of HK\$0.01 each 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\$0.081 per Share. The placing of 917,640,000 shares of HK\$0.01 each was completed on 22 October 2009 and net proceeds raised from such placing were approximately HK\$72 million.

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 of HK\$0.01 each 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 of HK\$0.01 each was completed on 30 July 2009 and net proceeds raised from such placing were approximately HK\$187.8 million.

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

The following table shows the details of the utilization of the Existing General Mandate:

	Shares of HK\$0.01 each	Equivalent to shares of HK\$0.0533 each following the share consolidation effective on 27 November 2009
Maximum number of new Shares that can be issued under the Existing General Mandate	1,618,927,386 shares	303,548,884 Shares
Less: Utilised Existing General Mandate	917,640,000 shares	172,057,500 Shares
Number of shares remaining under the Existing General Mandate		131,491,384 Shares

## LETTER FROM THE BOARD

### **Independent Board Committee**

The Independent Board Committee comprising Mr. Leung Siu Hung Joel, Mr. Chu Kin Wang, Peleus and Mr. John Tewksbury Banigan, being independent non-executive Directors, has been formed to advise the Independent Shareholders on the proposed refreshment of the Existing General Mandate. The Independent Financial Adviser has been appointed as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

### **SGM**

A notice convening the SGM to be held at the Conference Room, Rooms 3001–02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong at 10:30 a.m. on Thursday, 21 January 2010 is set out on pages 17 to 20 of this circular. Pursuant to Rule 13.36(4)(a) of the Listing Rules, any controlling Shareholders and their associates, or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions to be proposed at the SGM.

As at the Latest Practicable Date, the Company did not have any controlling Shareholder. Accordingly, the executive Directors, namely, Mr. Leung Chau Ping Paul and Mr. Chiu Raymond Yim, and their respective associates, will abstain from voting in favour of the resolution for approving the refreshment of the Existing General Mandate at the SGM. As at the Latest Practicable Date, none of the above parties held any interest in the Shares.

To the extent that the Company was aware having made all reasonable enquiries, (i) there was no controlling shareholders of the Company; and (ii) there were no Directors and the chief executive and their respective associates controlled or are entitled to exercise control over the voting rights in respect of the Shares required to abstain from voting in favour of the resolution for approving the refreshment of the Existing General Mandate at the SGM.

A form of proxy for use by the Shareholders at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so wish.

## LETTER FROM THE BOARD

### VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the SGM will demand a poll for the resolutions to be put forward at the SGM pursuant to Bye-law 66. The Company will appoint scrutineers to handle vote-taking procedures at the SGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the SGM in accordance with Rule 13.39 of the Listing Rules.

### RECOMMENDATIONS

The Board (including the non-executive Directors) considers that (i) the proposed change of Company's English name and the adoption of new Chinese name for identification purpose; and (ii) the proposed refreshment of the Existing General Mandate are in the best interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the relevant resolutions.

Yours faithfully,  
For and on behalf of  
**Bright Prosperous Holdings Limited**  
**Leung Chau Ping, Paul**  
*Executive Director*



**Bright Prosperous Holdings Limited**  
**晉盈控股有限公司\***

(proposed to be renamed to Sustainable Forest Holdings Limited)  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 723)

29 December 2009

*To the Independent Shareholders*

Dear Sirs or Madams,

**PROPOSED REFRESHMENT OF EXISTING GENERAL MANDATE TO  
ALLOT AND ISSUE SHARES**

We refer to the circular of the Company dated 29 December 2009 (the “Circular”) of which this letter forms part. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders in respect of the proposed refreshment of the Existing General Mandate. The Independent Financial Adviser has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Having considered the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser, as set out in its letter of advice to us as set out on pages 11 to 16 of the Circular, we are of the opinion that the proposed refreshment of the Existing General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the proposed refreshment of the Existing General Mandate.

Yours faithfully,

*Independent Board Committee*

**Bright Prosperous Holdings Limited**

**Leung Siu Hung, Joel**

**Chu Kin Wang, Peleus**

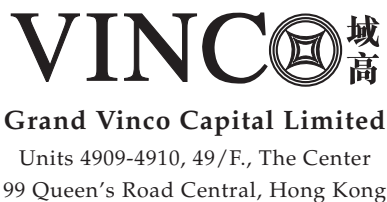
**John Tewksbury Banigan**

*Independent Non-executive Directors*

\* for identification purposes only

## LETTER FROM VINCO CAPITAL

*The following is the text of a letter of advice from Vinco Capital to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Existing General Mandate, which has been prepared for the purpose of incorporation in this circular:*



29 December 2009

*To the Independent Board Committee and the Independent Shareholders of  
Bright Prosperous Holdings Limited*

Dear Sirs,

### **PROPOSED REFRESHMENT OF EXISTING GENERAL MANDATE TO ISSUE SHARES**

#### **INTRODUCTION**

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Existing General Mandate, details of which are set out in the section headed "Letter from the Board" in the circular ("Circular") issued by the Company to the Shareholders dated 29 December 2009 of which this letter forms part. Capitalized terms used in this letter shall have the same meanings ascribed to them in the Circular unless the context otherwise requires.

In accordance with Rule 13.36(4)(a) of the Listing Rules, the refreshment of the Existing General Mandate requires the approval of the Independent Shareholders by way of poll at the SGM, at which any controlling Shareholders and their associates, or where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executives of the Company and their respective associates shall abstain from voting in favour of the resolution approving the refreshment of the Existing General Mandate. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Company does not have any controlling Shareholders and none of the Directors, chief executives and their respective associates controlled or is entitled to exercise control over the voting rights in respect of the Shares. As such, the executive Directors, namely Mr. Leung Chau Ping, Paul and Mr. Chiu Raymond Yim and their respective associates are required to abstain from voting in favour of the relevant resolution approving the refreshment of the Existing General Mandate at the SGM.

## LETTER FROM VINCO CAPITAL

The Independent Board Committee, comprising Mr. Leung Siu Hung, Joel, Mr. Chu Kin Wang, Peleus and Mr. John Tewksbury Banigan, all being the independent non-executive Directors, has been formed to advise the Independent Shareholders as to whether the refreshment of the Existing General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and whether the refreshment of the Existing General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

### **BASIS OF OUR OPINION AND RECOMMENDATION**

In forming our opinion and recommendation, we have relied on the information, facts and representations contained or referred to in the Circular and the information, facts and representations provided by, and the opinions expressed by the Directors, management of the Company and its subsidiaries. We have assumed that all information, facts, opinions and representations made or referred to in the Circular were true, accurate and complete at the time they were made and continued to be true, accurate and complete as at the date of the Circular and that all expectations and intentions of the Directors, management of the Company and its subsidiaries, will be met or carried out as the case may be. We have no reason to doubt the truth, accuracy and completeness of the information, facts, opinions and representations provided to us by the Directors, management of the Company and its subsidiaries. The Directors have confirmed to us that no material facts have been omitted from the information supplied and opinions expressed. We have no reason to doubt that any relevant material facts have been withheld or omitted from the information provided and referred to in the Circular or the reasonableness of the opinions and representations provided to us by the Directors, management of the Company and its subsidiaries.

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

We have relied on such information and opinions and have not, however, conducted any independent verification of the information provided, nor have we carried out any independent investigation into the business, financial conditions and affairs of the Group or its future prospect.

Based on the foregoing, we confirm that we have taken all reasonable steps, which are applicable to the refreshment of the Existing General Mandate, as referred to in Rule 13.80 of the Listing Rules (including the notes thereto).

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the refreshment of the Existing General Mandate and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without prior written consent.

## LETTER FROM VINCO CAPITAL

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate, we have taken into consideration the following principal factors and reasons:

#### **Background of the refreshment of the Existing General Mandate**

The Group is principally engaged in the building materials business with a focus on marble, stone and tile supply and installation. The Group is also engaged in the business of sustainable management of and investments in tropical hardwood and softwood natural forests in Brazil and Russia, trading, processing, marketing and distribution of timber products under its brand to PRC, India, Europe, Japan and USA.

At the AGM, the Shareholders approved an ordinary resolution to grant to the Directors the Existing General Mandate to allot and issue up to a maximum of 1,618,927,386 shares of HK\$0.01 each (being equivalent to 20% of the entire issued share capital of the Company of 8,094,636,930 shares of HK\$0.01 each as at the date of the AGM).

During the period from the granting of the Existing General Mandate to the Latest Practicable Date and according to the announcement of the Company dated 14 October 2009 and 19 October 2009 and 23 October 2009 regarding the top-up placing and top-up subscription of 917,640,000 shares of HK\$0.01 each, 917,640,000 new shares of HK\$0.01 each were issued under the Existing General Mandate upon completion of the top-up placing and top-up subscription on 22 October 2009. Accordingly, the Existing General Mandate has been utilized as to 917,640,000 shares of HK\$0.01 each, representing approximately 56.68% of the Existing General Mandate. As a result, only 701,287,386 shares of HK\$0.01 each could further be issued under the Existing General Mandate.

As set out in the announcement of the Company dated 27 October 2009 and the circular issued by the Company dated 10 November 2009, the Company proposed to implement the share consolidation ("Share Consolidation") on the basis that every 16 issued and unissued existing shares of HK\$0.01 each in the share capital of the Company will be consolidated into 3 consolidated Shares. Following the Share Consolidation effective on 27 November 2009, the number of Shares remaining under the Existing General Mandate is consolidated into 131,491,384 Shares.

As at the Latest Practicable Date, the Company had 2,042,171,076 Shares and 21,393,886,091 preference shares of HK\$0.01 each in issue and fully paid or credited as fully paid. Subject to the passing of the ordinary resolution for the refreshment of the Existing General Mandate and assuming that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the SGM (both dates inclusive), the Company would be entitled to allot and issue up to a maximum of 408,434,215 Shares under the refreshed mandate, representing 20% of the issued share capital of the Company as at the date of the SGM.



## LETTER FROM VINCO CAPITAL

### Reasons for the refreshment of the Existing General Mandate

As stated in the Letter from the Board, the Directors consider that it is to the advantage of the Group to have the flexibility in raising additional funds and to have an additional option of financing to facilitate future investments and acquisitions given the dynamic market conditions. The Directors believe that the refreshment of the Existing General Mandate will provide the Group with maximum flexibility as allowed under the Listing Rules to allot and issue securities for cash or as consideration in acquisitions as and when the Directors think appropriate. As such, the Board proposed to pass an ordinary resolution at the SGM to approve the refreshment of the Existing General Mandate in accordance with Rule 13.36(4) of the Listing Rules to allow flexibility to issue any additional new Shares so that the Directors would be granted to allot and issue up to a maximum of 20% of the entire issued share capital of the Company as at the date of the SGM.

### Fund raising activities of the Company in the past twelve months

Set out below are the fund raising activities of the Company during the past 12 months immediately prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
1 June 2009	Placing of up to a maximum of 5,636,360,000 shares of HK\$0.01 each, which was completed on 30 July 2009	HK\$187.8 million	For the general working capital of the Group	Use as intended
14 October 2009 and 19 October 2009	Placing of up to a maximum of 917,640,000 shares of HK\$0.01 each and subscription of 917,640,000 new shares of HK\$0.01 each, which was completed on 22 October 2009	HK\$72 million	For the general working capital of the Group	Use as intended

Save as disclosed above, the Directors confirmed that the Company has not conducted any other fund raising activities during the past 12 months immediately prior to the Latest Practicable Date. As noted from the table above, we noted that the actual use of proceeds was largely in line with the intended use of proceeds.

## LETTER FROM VINCO CAPITAL

### **Financial flexibility**

As at the Latest Practicable Date, the Directors confirmed that there is no concrete proposal for any investment or any immediate fund needs for the business development of the Group.

Further to our discussion with the Directors, we concur with the Directors that the refreshment of the Existing General Mandate will provide the Group with necessary financial flexibility as allowed under the Listing Rules to issue and allot new Shares for possible future equity fund raising activities, through way of placing of new Shares or as consideration for potential investments in the future. Given the financial flexibility available to the Company, we are of the view that the refreshment of the Existing General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

### **Other financing alternatives**

We have enquired into the Directors and the Directors consider equity financing to be an important avenue of resources for the Group given its non-interest bearing nature. Apart from equity financing, the Directors confirmed that they also consider other financing alternatives, such as debt financing and internal cash resources, to be other possible fund raising alternatives available to the Group. As confirmed by the Directors, the Group has sufficient working capital to meet its present requirements, however, there is no guarantee that such cash resources will be sufficient or be available for its future investments or business developments. In addition, debt financing may incur interest burden on the Group and it may subject to, including but not limited to, lengthy due diligence and negotiations with the banks based on the Group's financial position, capital structure and the stock market condition from time to time, which is rather uncertain and time-consuming as compared to equity financing. Further to our discussion with the Directors, they also consider other forms of pro rata equity financing methods such as rights issue and open offer, yet, such financing methods would subject to lengthy process and would incur additional costs in form of underwriting commission and there would be no certainty that the Company would be able to procure favourable terms in such commercial underwriting. In this regard, we consider that the refreshment of the Existing General Mandate will provide the Company an additional financing alternative for the Company to raise capital for its future investments or business developments and it is reasonable for the Company to have the flexibility in deciding the best financing methods for any future investments or business developments. Accordingly, we are of the view that the refreshment of the Existing General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

## LETTER FROM VINCO CAPITAL

### Potential dilution to the shareholdings

Set out below is a table illustrating the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, the potential dilution effect on the shareholdings immediately after full utilization of the refreshed mandate (assuming no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the SGM):

	As at the Latest Practicable Date		Immediately after full utilisation of the refreshed mandate (assuming no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the SGM)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Ms. Loh Jiah Yee, Katherine	610,609,151	29.90	610,609,151	24.91
<b>Public Shareholders</b>				
Shares which may be issued under the refreshed mandate	–	–	408,434,215	16.67
Other public Shareholders	<u>1,431,561,925</u>	<u>70.10</u>	<u>1,431,561,925</u>	<u>58.42</u>
<b>Total</b>	<u><u>2,042,171,076</u></u>	<u><u>100.00</u></u>	<u><u>2,450,605,291</u></u>	<u><u>100.00</u></u>

The aggregate shareholding of the other public Shareholders will decrease from approximately 70.10% to approximately 58.42% upon full utilisation of the refreshed mandate, indicating a potential maximum dilution of approximately 11.68%. Taking into account the potential benefits of the refreshed mandate as discussed above and the fact that the shareholdings of all Shareholders will be diluted proportionally to their respective shareholdings, we consider such potential dilution to the shareholdings of the Independent Shareholders to be acceptable.

### CONCLUSION

Having taken into consideration the above principal factors and reasons, we are of the view that the refreshment of the Existing General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and that the refreshment of the Existing General Mandate is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders, and the Independent Shareholders, to vote in favour of the ordinary resolution to be proposed at the SGM to approve the refreshment of the Existing General Mandate.

Yours faithfully,  
For and on behalf of  
**Grand Vinco Capital Limited**  
**Alister Chung**  
*Managing Director*



**Bright Prosperous Holdings Limited**  
**晉盈控股有限公司\***

(proposed to be renamed to Sustainable Forest Holdings Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Bright Prosperous Holdings Limited (the “Company”) will be held at the Conference Room, Rooms 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong at 10:30 a.m. on Thursday, 21 January 2010 (or an adjournment thereof) to consider and, if thought fit, pass with or without modifications, the following resolutions:

**Special Resolution**

“**THAT** subject to the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Bright Prosperous Holdings Limited” to “Sustainable Forest Holdings Limited” (the “**New Name**”) and the Chinese name “永保林業控股有限公司” be adopted as the new Chinese name of the Company for identification purpose with effect from the date on which the New Name is entered on the register of companies maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the foregoing.”

**Ordinary Resolution**

“**THAT:**

- (a) the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with the shares of HK\$0.0533 each in the capital of the Company as approved by the shareholders of the Company at the annual general meeting held on 21 August 2009, to the extent not already exercised, be and is hereby revoked (but without prejudice to any valid exercise of such general mandate prior to the passing of this Resolution);

\* for identification purposes only

## SGM NOTICE

- (b) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.0533 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power during or after the end of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (b) above, otherwise than
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or
  - (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company; or
  - (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company, from time to time

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

## SGM NOTICE

(e) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 relevant jurisdiction).”

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

Hong Kong, 29 December 2009

*Principal place of business in Hong Kong:*

Room 3001-02  
Top Glory Tower  
262 Gloucester Road  
Hong Kong

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## SGM NOTICE

*Notes:*

1. A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the SGM may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any share of HK\$0.0533 each in the capital of the Company (“**Share**”), any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM.
4. As at the date of this notice, the board of directors of the Company consists of Mr. Leung Chau Ping, Paul and Mr. Chiu Raymond Yim as executive Directors and Mr. Leung Siu Hung Joel, Mr. Chu Kin Wang, Peleus and Mr. John Tewksbury Banigan as independent non-executive Directors.