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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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

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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)

**PLACING OF NEW SHARES  
UNDER A SPECIFIC MANDATE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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Terms used in this cover page have the same meanings as defined in this circular.

A notice convening the special general meeting of the Company 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 Tuesday, 30 June 2009 is set out on pages 10 of this circular. If you are unable to attend the special general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's branch share registrar in Hong Kong Tricor Tengis Limited, 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 holding the special general meeting.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof if you so wish.

\* for identification purposes only

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## DEFINITIONS

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

“Announcement”	the announcement made by the Company dated 1 June 2009 in relation to the Placing;
“Acquisition Announcement”	the announcement made by the Company dated 10 March 2009 relating to a very substantial acquisition;
“associates”	has the meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Company”	Bright Prosperous Holdings Limited (晉盈控股有限公司*), an exempt company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	12 June 2009, being the latest practicable date prior to the printing of this circular for inclusion of certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Long Stop Date”	31 July 2009 or such later time or date as may be agreed between the Placing Agent and the Company;
“Placee(s)”	any individual(s), institutional or other professional investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement;
“Placing”	the placing of a maximum of 5,636,360,000 Placing Shares pursuant to the terms of the Placing Agreement;

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## DEFINITIONS

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“Placing Agent”	President Securities (Hong Kong) Limited, a licensed corporation licensed to carry on type 1 regulated activity (dealing in securities), type 4 regulated activity (advising on securities), type 6 regulated activity (advising on corporate finance) and type 9 regulated activity (asset management) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Placing Agreement”	the agreement entered into between the Company and the Placing Agent dated 1 June 2009 in relation to the Placing;
“Placing Price”	HK\$0.055 per Placing Share;
“Placing Share(s)”	a maximum of 5,636,360,000 new Shares to be placed pursuant to the terms of the Placing Agreement;
“PRC”	The People’s Republic of China which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“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 Tuesday, 30 June 2009 at 10:30 a.m., Hong Kong to consider, if thought fit, and approve the Placing Agreement and the issue and allotment of the Placing Shares;
“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Teoh Tean Chai, Anthony

Ms. Chung Oi Ling, Stella

*Independent Non-executive Directors:*

Mr. Lo Chi Ho, William

Mr. Chu Kin Wang, Peleus

Ms. Lau Wa Chun

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business in*

*Hong Kong:*

Room 3001-02, Top Glory Tower

262 Gloucester Road

Causeway Bay

Hong Kong

15 June 2009

*To the Shareholders*

Dear Sir or Madam,

**PLACING OF NEW SHARES  
UNDER A SPECIFIC MANDATE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

On 1 June 2009, the Company announced the entering into of the Placing Agreement with the Placing Agent pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 5,636,360,000 Placing Shares to not less than six Placers 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 purpose of this circular is to give you further information on the Placing, together with notice convening the SGM.

\* for identification purposes only

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## LETTER FROM THE BOARD

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### THE PLACING AGREEMENT

#### Date

1 June 2009 (after the trading hours)

#### Issuer

The Company

#### Placing Agent

The Placing Agent has conditionally agreed, on a best effort basis and as agent for the Company, to procure subscribers to subscribe a maximum of 5,636,360,000 Placing Shares at the Placing Price. The Placing Agent will receive a placing commission of 3% on the gross proceeds of the actual number of Placing Shares being placed by it. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market rate. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this circular, the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

#### Placees

The Placing Shares will be placed 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).

#### Placing Shares

The maximum number of 5,636,360,000 Placing Shares (with aggregate nominal value of HK\$56,363,600), represent approximately 262% of the existing issued share capital of the Company of 2,151,076,930 Shares in issue as at the Latest Practicable Date and approximately 72.38% of the Company's issued share capital of 7,787,436,930 Shares as enlarged by the Placing.

#### Ranking of Placing Shares

The Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

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## LETTER FROM THE BOARD

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### Placing Price

The Placing Price of HK\$0.055 represents:

- (i) a discount of approximately 62.07% to the closing price of HK\$0.145 per Share as quoted on the Stock Exchange on 1 June 2009, the date of the Announcement;
- (ii) a discount of approximately 54.39% to the average closing price of HK\$0.1206 per Share in the last five consecutive trading days prior to the Latest Practicable Date; and
- (iii) a discount of approximately 56.00% to the average closing price of HK\$0.125 per Share in the last ten consecutive trading days prior to the Latest Practicable Date.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent on the date of the Placing Agreement with reference to the prevailing market price of the Shares and the possible dilutive effect of the Placing Shares. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### Conditions of the Placing

Completion of the Placing is conditional upon:

- (a) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment and/or despatch of certificates for the Placing Shares) the listing of, and permission to deal in the Placing Shares;
- (b) the passing of a necessary resolution by the shareholders of the Company to approve the allotment, issue and dealing with the Placing Shares at the SGM; and
- (c) the obligations of the Placing Agent under this Placing Agreement becoming unconditional and not being terminated in accordance with the terms hereof, including provisions regarding force majeure event.

If any of the above conditions are not fulfilled on or before the Long Stop Date or such later time or date as may be agreed between the Placing Agent and the Company, the Placing Agreement shall terminate and subject to terms of the Placing Agreement, neither party shall have any claim against the other for any costs or losses (save for any antecedent breaches of the Placing Agreement).

### Mandate to issue the Placing Shares

The Placing Shares to be issued under the Placing Agreement will be issued pursuant to a specific mandate to be obtained at the SGM.

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## LETTER FROM THE BOARD

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### Termination and Force Majeure

The Placing Agreement may be terminated by the Placing Agent if at any time at or before 10:00 a.m. on the date of completion of the Placing Agreement, there occurs:

- (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generic with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances (inclusive of pandemics and epidemics) which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction or trading in securities) occurs which affect the success of the Placing (such success being the placing of the Placing Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

### Completion of the Placing

Completion of the Placing, in any event, will take place within three business days after the fulfilment of the conditions as set out in the Placing Agreement or such later date to be agreed between the Company and the Placing Agent.

**Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed and is subject to Shareholders' approval, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**



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## LETTER FROM THE BOARD

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### **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 maximum gross proceeds from the Placing will be approximately HK\$310 million. The maximum aggregate net proceeds of approximately HK\$300 million from the Placing is intended to be used as general working capital. The net price to be raised per Share upon completion of the Placing will be approximately HK\$0.05335 per Share.

The Directors consider that the Placing Agreement represents an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company. Accordingly, the Directors consider the Placing Agreement is in the interest of the Company and the Shareholders as a whole.

### **FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS OF THE COMPANY**

The Company has not conducted any fund raising activities in the past twelve months before the date of this circular.

### **EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY**

The effects on the shareholding structure of the Company (i) as at the date of this circular; (ii) upon completion of the Placing; (iii) immediately after the issue of the Placing Shares and the 785,000,000 new Shares to Winner Global Holdings Limited as mentioned in the Acquisition Announcement; (iv) immediately after the issue of the Placing Shares and the consideration shares and assuming full conversion of 26,132,000,000 convertible preference shares (on the basis of one convertible preference shares converted into one Share) as mentioned in the Acquisition Announcement; and (v) immediately after the issue of the Placing Shares and the consideration shares and assuming full conversion of 26,132,000,000 convertible preference shares and 1,402,000,000 convertible preference shares (on the basis of one convertible preference shares converted into one Share) as mentioned in the Acquisition Announcement are set out below:

## LETTER FROM THE BOARD

	(i) As at the Latest Practicable Date		(ii) Upon completion of the Placing		(iii) Immediately after the issue of the Placing Shares and the 785,000,000 new Shares to the Winner Global Holdings Limited as mentioned in the Acquisition Announcement (Note 5)		(iv) Immediately after the issue of the Placing Shares and the consideration shares and assuming full conversion of 26,132,000,000 convertible preference shares (one the basis of one convertible preference share to one Share) as mentioned in the Acquisition Announcement (Notes 4 & 5)		(v) Immediately after the issue of the Placing Shares and the consideration shares and assuming full conversion of 26,132,000,000 convertible preference shares and 1,402,000,000 convertible preference shares (one the basis of one convertible preference share to one Share) as mentioned in the Acquisition Announcement (Notes 4 & 5)	
	Number of Shares	Approx %	Number of Shares	Approx %	Number of Shares	Approx %	Number of Shares	Approx %	Number of Shares	Approx %
	Ms. Chung Oi Ling, Stella (Note 1)	75,000,000	3.49	75,000,000	0.96	75,000,000	0.87	75,000,000	0.22	75,000,000
Ms. Lau Wa Chun (Note 2)	2,100,000	0.10	2,100,000	0.03	2,100,000	0.02	2,100,000	-	2,100,000	-
Ample Pearl International Limited	91,858,400	4.27	91,858,400	1.18	91,858,400	1.07	91,858,400	0.26	91,858,400	0.25
The Placees (Note 3)	-	-	5,636,360,000	72.38	5,636,360,000	65.75	5,636,360,000	16.24	5,636,360,000	15.61
Winner Global Holdings Limited	-	-	-	-	785,000,000	9.16	26,917,000,000	77.56	28,319,000,000	78.43
The Public (Note 3)	1,982,118,530	92.14	1,982,118,530	25.45	1,982,118,530	23.13	1,982,118,530	5.72	1,982,118,530	5.50
<b>Total</b>	<b>2,151,076,930</b>	<b>100.00</b>	<b>7,787,436,930</b>	<b>100.00</b>	<b>8,572,436,930</b>	<b>100.00</b>	<b>34,704,436,930</b>	<b>100.00</b>	<b>36,106,436,930</b>	<b>100.00</b>

*Notes:*

- Ms. Chung Oi Ling, Stella is an executive Director.
- Ms. Lau Wa Chun is an independent non-executive Director.
- The Company and the Placing Agent will ensure that there will be sufficient public float upon completion of the Placing.
- The figures set out in the table are for illustrative purposes only. The terms of the convertible preference shares will not permit conversion if immediately after such conversion (i) the holder of the convertible preference shares will hold more than 29.90% of the issued share capital of the Company; or (ii) the public float of the Shares will fall below the minimum requirements of the Listing Rules.
- The issue of the consideration shares and the convertible preference shares as stated in the Announcement is subject to, among others, approval by Shareholders in a special general meeting to be convened. The transaction may or may not be completed. Hence, the figures set out in the table are for illustrative purposes only.

### LISTING APPLICATION

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

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## LETTER FROM THE BOARD

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### 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 on Tuesday, 30 June 2009 at 10:30 a.m., Hong Kong, at which ordinary resolution will be proposed to consider and, if thought fit, to approve the Placing is set out on page 10 of this circular.

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

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder is required to abstain from voting at the SGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts not contained herein the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider the terms of the Placing are fair and reasonable and in the interests of the Company and the Shareholders as a whole. They recommend Shareholders to vote in favour of the resolution proposed at the SGM.

Yours faithfully,  
For and on behalf of  
**Bright Prosperous Holdings Limited**  
**Teoh Tean Chai, Anthony**  
*Executive Director*

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## NOTICE OF SGM

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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)

**NOTICE IS HEREBY GIVEN** that a special general meeting 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 on Tuesday, 30 June 2009 at 10:30 a.m., Hong Kong for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional placing agreement (the “Placing Agreement”) dated 1 June 2009 between the Company and President Securities (Hong Kong) Limited (the “Placing Agent”) pursuant to which, inter alia, the Company agrees to place, through the Placing Agent, on a best effort basis, up to a maximum of 5,636,360,000 new shares of the Company at a price of HK\$0.055 per share (the “Placing Shares”) (a copy of which has been produced to this meeting marked “A” and initialled by the Chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed;
- (b) the allotment and issue of the Placing Shares pursuant to and in accordance with the terms and conditions of the Placing Agreement be and is hereby approved and the directors of the Company (“Directors”) be and hereby authorised to issue and allot the Placing Shares; and
- (c) the Directors be and is hereby authorised to exercise all the powers of the Company and take such actions or execute such documents to effect the allotment and issue of the Placing Shares and to do such other things and to take all such action the Directors may consider necessary or desirable for the purpose of giving effect to the Placing Agreement.”

By Order of the Board  
**Bright Prosperous Holdings Limited**  
**Teoh Tean Chai, Anthony**  
*Executive Director*

Hong Kong, 15 June 2009

\* for identification purposes only

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## NOTICE OF SGM

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*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in Hong Kong:*

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting may appoint one or more proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of the Company as if he was solely entitled thereto; but if more than one or such joint holders be present at the meeting 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 share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the proxy form 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 Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the proxy form will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the proxy form, it will be deemed to have been revoked.