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If you are in any doubt as to any aspect of 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 and the enclosed form of proxy to the purchaser or transferee, or to the bank manager, licensed securities dealer or other agent through whom the sale or 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\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 723)**

**PROPOSED SHARE CONSOLIDATION  
AND  
CHANGE OF BOARD LOT SIZE  
AND  
PROPOSED TERMINATION OF  
THE EXISTING SHARE OPTION SCHEME  
AND  
ADOPTION OF A NEW SHARE OPTION SCHEME**

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A notice convening a special general meeting (the "SGM") of the Company to be held at The Conference Room, Rooms 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on 27 November 2009 at 10:30 a.m. is set out on pages 22 to 24 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you are able 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 26/F, 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 in person at such meeting or any adjournment 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 circular 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.

## EXPECTED TIMETABLE

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

2009

|  |                          |
|--|--------------------------|
| Despatch of circular together with SGM Notice  | 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 |

|                           |
|---------------------------|
| <b>EXPECTED TIMETABLE</b> |
|---------------------------|

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.

## DEFINITIONS

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

|                                |   |
|--------------------------------|---|
| “associate”                    | has the same meaning ascribed in 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  |
| “Companies Act”                | the Companies Act 1981 of Bermuda   |
| “Companies Ordinance”          | Companies Ordinance (Chapter 32 of the Laws of Hong Kong)   |
| “Connected Person”             | has the same meaning ascribed in the Listing Rules  |
| “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  |
| “Eligible Employee”            | means any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company, its Subsidiaries or any Invested Entity  |
| “Eligible Grantees”            | any persons who are eligible for granting Options under the Existing Share Option Scheme  |
| “Existing Shares”              | the ordinary share(s) of HK\$0.01 each in the existing share capital of the Company   |
| “Existing Share Option Scheme” | the existing share option scheme of the Company which was adopted by the Company on 9 September 2002 and expiring on 8 September 2012 and which is to be terminated upon the adoption of the New Share Option Scheme  |
| “General Scheme Limit”         | the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue as at the date of passing of the relevant ordinary resolution |

## DEFINITIONS

|                           |  |
|---------------------------|--|
| “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   |
| “Invested Entity”         | any entity in which any member of the Group holds any equity interest  |
| “Latest Practicable Date” | 6 November 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 and any amendments thereto   |
| “New Share Option Scheme” | the share option scheme proposed to be adopted by the Company at the SGM, a summary of the principal terms of which is set out in the Appendix   |
| “Option”                  | options granted to the Eligible Grantees under the Existing Share Option Scheme (if any) or the Participants under the New Share Option Scheme, as the context requires  |
| “Participants”            | means any person belonging to any of the following classes of participants:<br><br>(a) any Eligible Employee;<br><br>(b) non-executive director (including independent non-executive directors) of the Company, any of its Subsidiaries or any Invested Entity;<br><br>(c) any supplier of goods or services to any member of the Group or any Invested Entity;<br><br>(d) any customer of the Group or any Invested Entity;<br><br>(e) any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity; |

## DEFINITIONS

|                       |   |
|-----------------------|---|
|                       | (f) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and   |
|                       | (g) any ex-employees who has contributed to the development and growth of the Group and any Invested Entity   |
| “Preference Shares”   | shares of HK\$0.01 each in the share capital of the Company, carrying the rights for conversion into Shares (Consolidated Shares after the Share Consolidation becoming effective)  |
| “PRC”                 | the People’s Republic of China  |
| “SGM”                 | the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the ordinary resolutions to be proposed and passed at the SGM as set out in the SGM Notice or any adjournment thereof |
| “SGM Notice”          | the notice of the SGM to be despatched to the Shareholders together with this circular  |
| “Shares”              | the Existing Shares prior to, or the Consolidated Shares after, the Share Consolidation becoming effective (as the case may be)   |
| “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   |
| “%”                   | per cent  |





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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 723)**

*Executive Director:*

Mr. Leung Chau Ping, Paul

*Independent non-executive Directors:*

Mr. Leung Siu Hung, Joel

Mr. Chu Kin Wang, Peleus

Ms. Lau Wa Chun

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of  
business in Hong Kong:*

Room 3001-02, Top Glory Tower

262 Gloucester Road

Causeway Bay

Hong Kong

10 November 2009

*To the Shareholders, and for information only,  
holders of Preference Shares*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
CHANGE OF BOARD LOT SIZE  
AND  
PROPOSED TERMINATION OF  
THE EXISTING SHARE OPTION SCHEME  
AND  
ADOPTION OF A NEW SHARE OPTION SCHEME**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the SGM for (i) the Share Consolidation (including details of the expected timetable, trading arrangements and the free exchange of share

\* For identification purpose only

## LETTER FROM THE BOARD

certificates) and a proposal to change the board lot size for trading in the Shares from 40,000 Existing Shares to 7,500 Consolidated Shares following the Share Consolidation becoming effective; and (ii) the termination of the Existing Share Option Scheme and the adoption of New Share Option Scheme.

Reference is made to the announcement made by the Company on 27 October 2009 regarding the proposed Share Consolidation and change of board lot size for trading in the Shares following the Share Consolidation becoming effective.

### **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 Existing 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 Latest Practicable Date, 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.

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.

#### **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.

## LETTER FROM THE BOARD

### **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, One China Securities Limited has been appointed as an agent 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.

Holders of the Consolidated Shares in odd lots who wish to take advantage of this matching facility either to dispose of their odd lots of Consolidated Shares or to top up to board lots of 7,500 Consolidated Shares, may contact Mr. Thomas Koo of One China Securities Limited at 4/F., Amtel Building, 148 Des Voeux Road Central, Central, Hong Kong at telephone number (852) 3106 3522 during office hours. The Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

The appointed matching agent, One China Securities Limited, is an independent third party not connected with any of the Directors, chief executive of the Company, or substantial Shareholders or any of the Company's subsidiaries or their respective associates.

## LETTER FROM THE BOARD

### 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 (in green colour) 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 (in blue colour) 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.

### TRADING ARRANGEMENTS

Once the Share Consolidation becomes effective, dealings in the Consolidated Shares are expected to commence at 9:30 a.m. on 30 November 2009. It is proposed that arrangements for trading in the Consolidated Shares will be as follows:

- (a) from 9:30 a.m. on 30 November 2009, the existing counter for trading in the Shares in board lots of 40,000 Existing Shares will temporarily be closed. A temporary counter will be established for trading in the Consolidated Shares in board lots of 7,500 Consolidated Shares. Every sixteen (16) Existing Shares will be deemed to represent three (3) Consolidated Shares. Certificates for Existing Shares may only be traded at this temporary counter;
- (b) with effect from 9:30 a.m. on 14 December 2009, the existing counter will be re-opened for trading in the Consolidated Shares in board lot of 7,500 Consolidated Shares. Only new share certificates for the Consolidated Shares may be traded at this counter;
- (c) during the period from 9:30 a.m. on 14 December 2009 to 4:00 p.m. on 5 January 2010 (both days inclusive), there will be parallel trading at the above two counters; and
- (d) the temporary counter for trading in the Consolidated Shares in board lots of 7,500 Consolidated Shares represented by existing share certificates will be removed after closing of trading on 5 January 2010. Thereafter, trading will be in Consolidated Shares in board lots of 7,500 Consolidated Shares represented by new share certificates only and existing share certificates will cease to be acceptable for dealing purposes. However, such certificates will continue to be good evidence of legal title to the Consolidated Shares on the basis of sixteen (16) Existing Shares for three (3) Consolidated Shares and may be exchanged for new certificates for the Consolidated Shares as described above (fractional entitlements to the Consolidated Shares being disregarded).

### ADJUSTMENTS IN RELATION TO THE PREFERENCE SHARES

Subject to the Share Consolidation taking effect, the conversion price of the Preference Shares will be adjusted in accordance with the terms of the Preference Shares.

## LETTER FROM THE BOARD

### **WAIVER FROM STRICT COMPLIANCE WITH RULES 19.10(2) AND 19.10(3) OF THE LISTING RULES**

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 19.10(2) and 19.10(3) of the Listing Rules regarding the requirements on including in this circular summaries of: (a) the provisions of the constitutive documents of the Company in so far as they may affect shareholders' rights and protections and directors' powers; and (b) the relevant regulatory provisions of the jurisdiction in which the Company is incorporated.

### **PROPOSED TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF A NEW SHARE OPTION SCHEME**

In compliance with the Listing Rules currently in force, the Board considers that it is in the interest of the Company to terminate the Existing Share Option Scheme and to adopt the New Share Option Scheme which allows wider classes of person or entity to be the participants and contains terms as are in compliance with the requirements of the Chapter 17 of the Listing Rules now in force. Under the provisions of the Existing Share Option Scheme, termination shall be by way of passing an ordinary resolution in the general meeting of the Company and such termination is not subject to any conditions.

At the SGM, an ordinary resolution will be proposed for the Company to approve the adoption of the New Share Option Scheme for the Participants pursuant to which the Participants may be granted options to subscribe for Shares upon and subject to the terms and conditions of the rules of the New Share Option Scheme.

A summary of the principal terms of the rules of the New Share Option Scheme which is proposed to be approved and adopted by the Company at the SGM is set out in the Appendix to this circular.

On 9 September 2002, the Company adopted the Existing Share Option Scheme for the Eligible Grantees pursuant to which options to subscribe for an aggregate of up to ten (10) per cent. ("Original Limit of the Existing Share Option Scheme") of the issued share capital of the Company might be granted from time to time. At the annual general meeting held on 22 August 2006, the Original Limit of the Existing Share Option Scheme was refreshed to allow the Company to grant options carrying the rights to subscribe for up to a maximum of 153,728,348 Shares, representing ten (10) per cent. of the Shares in issue as at the date of the refreshment being approved by the Shareholders. As at the Latest Practicable Date, the Directors have not granted any Options under the Existing Share Option Scheme.

The New Share Option Scheme is conditional upon:

- (i) the passing of an ordinary resolution at the SGM approving the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme;

## LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the New Share Option Scheme and up to the General Scheme Limit; and
- (iii) the Bermuda Monetary Authority granting approval of any Options under the New Share Option Scheme and the allotment and issue of Shares pursuant to the exercise of such Options.

The Existing Share Option Scheme will be terminated on the date when the New Share Option Scheme coming into effect upon the fulfillment of the conditions set out above. Upon termination of the Existing Share Option Scheme, no further options will be granted thereunder but in all other respects, the provisions of the Existing Share Option Scheme shall remain in force and all Options which have been granted prior to such termination shall continue to be valid and exercisable in accordance therewith. As at the Latest Practicable Date, the Company has not granted any Options under the Existing Share Option Scheme.

Based on the existing share capital of the Company as at the Latest Practicable Date and taking into account that no options have been granted under the Existing Share Option Scheme, 169,786,442 Shares may be issued to the Participants under the New Share Option Scheme and any other option scheme of the Company under Rule 17.03(3) of the Listing Rules should the New Share Option Scheme be adopted (upon the Share Consolidation becoming effective).

The Directors consider that it is not appropriate to state the value of all the Options that can be granted under the New Share Option scheme as if they had been granted at the Latest Practicable Date prior to the approval of the New Share Option Scheme given that the variables which are critical for the calculation of the value of such Options cannot be determined. The variables which are critical for the determination of the value of such Options include, the subscription price for the Shares upon the exercise of the subscription rights attaching to the Options, whether or not Options will be granted under the New Share Option Scheme and the timing of the granting of such Options, the period during which the subscription rights may be exercised, the discretion of the Board to impose any performance target that has to be achieved before the subscription right attaching to the Options can be exercised and any other conditions that the Board imposed on the Options and whether or not such Options if granted will be exercised by the Eligible Grantees. The subscription price payable for the Shares depends on the price of the Shares as quoted on the Stock Exchange, which in turn depends on when the Board is to grant Options under the New Share Option Scheme. With a scheme life of ten (10) years, the Board is of the view that it is too premature to state whether or not Options will be granted under the New Share Option Scheme, and if so, the number of Options that may be granted. It is also difficult to ascertain with accuracy the subscription price of the

## LETTER FROM THE BOARD

Shares given the volatility the Share price may be subject to during the 10-year life span of the New Share Option Scheme. In the premises, the Directors are of the view that the value of the Options depends on a number of variables which are either not difficult to ascertain or can only be ascertained subject to a number of theoretical basis and speculative assumptions. Accordingly, the Directors believed that any calculation of the value of the Options will not be meaningful and may be misleading to Shareholders in the circumstances.

### APPLICATION FOR LISTING

Application will be made to the Listing Committee of the Stock Exchange for any Options that may be granted under the New Share Option Scheme and the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any Options that may be granted under the New Share Option Scheme and up to the General Scheme Limit.

### REASONS FOR ADOPTING THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to provide incentives or rewards to Participants thereunder for their contribution to the Group and/ or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and/or any Invested Entity.

The New Share Option Scheme permits the Company to grant Options to a wider category of Participants, and not just the Eligible Grantees as under the Existing Share Option Scheme. Under the rules of the New Share Option Scheme, the Board has discretion to set a minimum period for which an Option has to be held before the exercise of the subscription rights attaching thereto. This discretion allows the Board to provide incentive to a Participant to remain as a Participant during the minimum period and thereby enable the Group or the relevant Invested Entity to continue to benefit from the services of such Participant during such period. This discretion, couple with the power of the Board to impose any performance target as it consider appropriate before any Option can be exercised, enable the Group to provide incentives to the Participants to use their best endeavours in assisting the growth and development of the Group. Although the New Share Option Scheme does not provide for the granting of Options with right to subscribe for Shares at a discount to the trading price of the Shares on the Stock Exchange, the Directors are of the view that the flexibility given to the Board in granting Options to Participants, other than the Eligible Grantees and to impose minimum period for which the Options have to be held and performance targets that have to be achieved before the Options can be exercised, will place the Group in a better position to attract human resources that are valuable to the growth and development of the Group as whole, than the Existing Share Option Scheme.

## LETTER FROM THE BOARD

### THE SGM

The SGM Notice convening the SGM at which (a) an ordinary resolution will be proposed to effect the Share Consolidation and change of board lot size for trading of Shares; and (b) an ordinary resolution will be proposed to approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme is set out on pages 22 to 24 of this circular. To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and the New Share Option Scheme different to that of any other Shareholders and accordingly, no Shareholders will have to abstain from voting at the SGM.

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy accompanying with this circular in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### GENERAL

None of the securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no such listing or permission to deal in is being or is proposed to be sought subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company at Room 3001-02, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong during normal business hours from the date hereof up to and including 27 November 2009:

- (a) the Companies Act 1981 of Bermuda;
- (b) the memorandum of association of the Company and the Bye-laws;
- (c) the annual reports of the Company for the two financial years ended 31 March 2009;
- (d) each circular issued by the Company since 31 March 2009; and
- (e) the rules of the New Share Option Scheme.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the Share Consolidation and the adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the SGM.

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

This Appendix summaries the principal terms of the New Share Option Scheme but does not form part of, nor was it intended to be, part of the New Share Option Scheme nor should it be taken as effecting the interpretation of the rules of the New Share Option Scheme.

**(A) PURPOSE OF THE SCHEME**

The purpose of the New Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and/or any Invested Entity.

**(B) WHO MAY JOIN**

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of Participants, to take up options to subscribe for Shares:

- (aa) any Eligible Employee;
- (bb) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (cc) any supplier of goods or services to any member of the Group or any Invested Entity;
- (dd) any customer of the Group or any Invested Entity;
- (ee) any person or entity that provides research, development or other technological support or other services to the Group or any Invested Entity;
- (ff) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (gg) any ex-employees who has contributed to the development and growth of the Group and any Invested Entity,

and, for the purposes of the New Share Option Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of Participants or any discretionary object of a Participant which is a discretionary trust.

The basis of eligibility of any of the above class of Participants to the grant of any options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group and any Invested Entity.

**(C) MAXIMUM NUMBER OF SHARES**

- (aa) The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time.
- (bb) The total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 169,786,442 Shares (upon the Share Consolidation becoming effective and assuming no further issue of Shares from the Latest Practicable Date), being 10 per cent. of the Shares in issue as at the day of the passing of the relevant ordinary resolution.
- (cc) Subject to (aa) above and without prejudice to (dd) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option scheme of the Company) will not be counted.
- (dd) Subject to (aa) above and without prejudice to (cc) above, the Company may issue a circular to the Shareholders and seek separate Shareholders' approval in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in (cc) above to Participants specifically identified by the Company before such approval is sought.

**(D) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT**

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Company (including exercised, cancelled and outstanding options) to each Participant in any 12- month period shall not exceed 1 per cent. of the issued share capital of the Company in issue (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant, shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such Participant and his associates abstaining from voting.

**(E) GRANT OF OPTIONS TO CONNECTED PERSONS**

- (aa) Any grant of Options under the New Share Option Scheme to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options).
- (bb) In the event of any change in the terms of Options granted to a substantial Shareholder or an independent non-executive Director; or where any grant of options to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
  - (i) representing in aggregate over 0.1 per cent. of the Shares in issue; and
  - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000,

such further grant of options must be approved by the Shareholders. The Company must send a circular to the Shareholders. All Connected Persons of the Company must abstain from voting at such general meeting, except that any Connected Person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll.

**(F) TIME OF ACCEPTANCE AND EXERCISE OF AN OPTION**

An offer of grant of an Option may be accepted by a Participant within 28 days from the date of the offer of grant of the Option. A consideration of HK\$1 is payable on acceptance of the offer of grant of an Option.

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date of grant of the Option and shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof and to the minimum period for which the Option has to be held before it can be exercised as the Directors may at their discretion determine. No minimum period for which the Option has to be held before it can be exercised is specified in the New Share Option Scheme.

**(G) PERFORMANCE TARGETS**

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

**(H) SUBSCRIPTION PRICE FOR SHARES**

The subscription price for Shares under the New Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share. Without prejudice to the generality of the foregoing, the Directors may grant Options in respect of which the subscription price is fixed at different prices for each different period during the option period provided that the subscription price for Share for each of the different period shall not be less than the subscription price determined in the aforesaid manner.

**(I) RANKING OF SHARES**

- (aa) Shares allotted upon the exercise of an Option will be subject to all the provisions of the bye-laws of the Company and the Companies Act 1981 of Bermuda and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first business day in Hong Kong on which the register of members of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the grantee as the holder thereof.
  
- (bb) Unless the context otherwise requires, references to "Shares" in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, re-classification or reduction of the share capital of the Company from time to time.

**(J)    RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS**

No offer for grant of Options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in accordance with the applicable Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the board meeting (as such is first notified to the Stock Exchange in accordance with the Listing Rules) for approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no Option should be granted.

The Directors may not grant any Option to a Participant who is a Director during the periods or times in which Directors are prohibited from dealing in shares pursuant to the Model Code for Securities Transactions by Directors of Listed Companies prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

**(K)    PERIOD OF THE NEW SHARE OPTION SCHEME**

The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the New Share Option Scheme becomes unconditional.

**(L)    RIGHTS ON CEASING EMPLOYMENT**

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death or for serious misconduct or other grounds referred to in sub-paragraph (N) below before exercising his option in full, the Option (to the extent which has become exercisable and not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not.

**(M)    RIGHTS ON DEATH**

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason of his or her death before exercising the Option in full, his or her personal representative(s) may exercise the Option (to the extent which has become exercisable not already exercised) in whole or in part within a period of 12 months, following the date of death or such longer period as the Board may determine.

**(N) RIGHTS ON DISMISSAL**

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason that he has been guilty of misconduct or has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Eligible Employee's service contract with the Company or the relevant Subsidiary or the relevant Invested Entity, his or her Option will lapse automatically on the date the Eligible Employee ceases to be an Eligible Employee.

**(O) RIGHTS ON BREACH OF CONTRACT**

If the Directors will at their absolute discretion determine that the grantee of any Option (other than an Eligible Employee) or his or her associate has committed any breach of any contract entered into between the grantee or his or her associate on the one part and the Group or any Invested Entity on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, the Directors shall determine that the outstanding Option granted to the grantee shall lapse. In such event, his or her option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

**(P) RIGHTS ON A GENERAL OFFER**

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, shareholders of the Company. If such offer becomes or is declared unconditional, a grantee shall be entitled to exercise his or her Option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his or her option at any time before the close of such offer (or any revised offer). Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

**(Q) RIGHTS ON WINDING UP**

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time no later than two business days prior to the date on which such resolution is passed, exercise his or her Option (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the New Share Option Scheme and shall accordingly be entitled, in respect of the Shares falling to be allotted and issued upon the exercise of his or her Option, to participate in the distribution of the assets of the Company available in liquidation *par passu* with the Shares in issue on the day prior to the date of the passing of the resolution to wind-up the Company. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date of the commencement of the winding-up of the Company.

**(R) RIGHTS ON COMPROMISE OR ARRANGEMENT BETWEEN THE COMPANY AND ITS CREDITORS**

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and its members (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement, and thereupon any grantee (or his or her legal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by Court be entitled to exercise his or her Option (to the extent such which has become exercisable and not already exercised), but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require such grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his or her Option so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically on the date the proposed compromise or arrangement becomes effective.

**(S) ADJUSTMENTS TO THE SUBSCRIPTION PRICE OR NUMBER OF SECURITIES**

In the event of capitalization issue, rights issue, sub-division or consolidation of shares or reduction of capital of the Company whilst an option remains exercisable, such corresponding alterations (if any) certified by the auditors for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number or nominal amount of Shares the subject matter of the Share Option Scheme and the option so far as unexercised or the subscription price for Shares provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled prior to such alteration and that the aggregate subscription price payable by a grantee on the full exercise of any Option shall remain as nearly as possible the same



(but shall not be greater than) as it was before such event; (ii) no alteration shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and (iii) no such adjustment will be required in circumstances whether there is an issue of Shares or other securities of the Group as consideration in a transaction. In addition, in respect of any such adjustments, other than any made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

**(T) CANCELLATION OF OPTIONS**

Any cancellation of Options granted but not exercised must be approved by Shareholders in general meeting, with Participants and their associates abstaining from voting.

**(U) TERMINATION OF THE NEW SHARE OPTION SCHEME**

The Company may by resolution in general meeting at any time terminate the New Share Option Scheme and in such event no further Options shall be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

**(V) RIGHTS ARE PERSONAL TO THE GRANTEE**

An Option is personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such grantee.

**(W) LAPSE OF OPTION**

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (aa) the expiry of the period referred to paragraph (F);
- (bb) the expiry of the periods or dates referred to in paragraphs (L), (M), (N), (O), (P) (Q) and (R); and
- (cc) the date on which a breach of the provision restriction on transfer and assignment of an Option referred to in paragraph (V) is committed.

**(X) OTHERS**

- (aa) The terms and conditions of the New Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees of the Options except with the approval of the Shareholders in general meeting.
- (bb) Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- (cc) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (dd) Any change to the authority of the Directors or the scheme administrators in relation to any alteration to the terms of the New Share Option Scheme shall be approved by the Shareholders in general meeting.



## 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 27 November 2009 at 10:30 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue:
  - (a) every 16 existing ordinary shares of par value HK\$0.01 each in the issued and unissued share capital of the Company be consolidated (“**Share Consolidation**”) into three ordinary shares of par value HK\$0.0533 each (“**Consolidated Share(s)**”);
  - (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company (“**Bye-laws**”);
  - (c) the board lot size for trading in the shares of the Company be changed from 40,000 existing ordinary shares to 7,500 Consolidated Shares after the Share Consolidation becoming effective; and
  - (d) any one or more of the directors of the Company (“**Directors**”) be and is hereby authorized generally to do all things appropriate to effect and implement any of the foregoing matters as set out in the notice convening this meeting.”
  
2. “**THAT** conditional on the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of HK\$0.0533 each in the capital of the Company (“**Shares**”) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may

\* For identification purpose only

## SGM NOTICE

be granted under the share option scheme (a copy of which is produced to the meeting marked "A" and signed by the chairman of this meeting for the purpose of identification) ("New Share Option Scheme") and the Bermuda Monetary Authority granting approval of any Options under the New Share Option Scheme and the allotment and issue of Shares pursuant to the exercise of such Options up to the general scheme limit, being the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue as at the day of the passing of this resolution:

- (a) the New Share Option Scheme be and is hereby approved and adopted by the Company and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the existing share option scheme of the Company which was adopted by the Company on 9 September 2002 be terminated therefrom;
- (b) the Directors be and are hereby authorised to allot and issue Shares pursuant to the exercise of any options which may fall to be granted under the New Share Option Scheme; and
- (c) to the extent permissible under the Bye-laws, the Rules Governing the Listing of Securities on the Stock Exchange and the rules of the New Share Option Scheme, the Directors may vote in respect of any resolution(s) under or affecting the New Share Option Scheme (including the granting of options thereunder or approving the allotment and issue of Shares upon exercise of options thereunder) notwithstanding any interest(s) of any Director(s)."

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

Hong Kong, 10 November 2009

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office Principal Place of  
Business in Hong Kong:*  
Room 3001-02, Top Glory Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

## SGM NOTICE

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, 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.
3. Delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and in such event, the form of proxy shall be deemed to be revoked.
4. As at the date hereof, the board of directors of the Company comprises:

*Executive director:*

Mr. Leung Chau Ping, Paul

*Independent non-executive directors:*

Mr. Leung Siu Hung, Joel

Mr. Chu Kin Wang, Peleus

Ms. Lau Wa Chun