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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prime Success International Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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永 恩 國 際 集 團 有 限 公 司
Prime Success International Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 210)

Executive Directors:

Mr Chen Ying-Chieh (*Chairman*)
Mr Chen Hsien Min (*Managing Director*)
Mr Chang Chih-Kai

Independent Non-Executive Directors:

Mr Hsiao Hsi-Ming
Mr Huang Shun-Tsai
Mr Kuo Jung-Cheng

Registered Office:

Ugland House
South Church Street
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal Place of Business in Hong Kong:

17th Floor, Fung House
19-20 Connaught Road Central
Central
Hong Kong

17 April 2008

To Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
AND ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the forthcoming annual general meeting to be held on Friday, 16 May 2008 (“AGM”) for the grant of general mandates to the directors of Prime Success International Group Limited (the “**Company**”) (the “**Directors**”) to repurchase and issue shares of the Company (the “**Shares**”) and the re-election of Directors and to give you the notice of AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The general mandate granted to the Directors by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 21 May 2007 to repurchase Shares will expire at the conclusion of the AGM. At the AGM, the board of Directors (the “**Board**”) will propose an ordinary resolution to grant an unconditional general mandate to the Directors to exercise all powers of and on behalf of the Company to repurchase the Shares (the “**Repurchase Mandate**”) up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution. The general mandate will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution No. 5A (d) as set out in the notice of AGM. In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), an explanatory statement is set out in Appendix I to this circular to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the proposed resolution.

GENERAL MANDATE TO ISSUE SHARES

The general mandate granted to the Directors by the Shareholders on 21 May 2007 will expire at the AGM. In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders for a general mandate to issue Shares pursuant to the Listing Rules. At the AGM, an ordinary resolution No. 5B will be proposed to grant the Directors an unconditional general mandate to allot, issue and deal with Shares with an aggregate nominal value not exceeding the sum of 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the resolution and to extend such general mandate by the aggregate nominal amount of the Shares repurchased by the Company. The general mandate will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution No. 5A(d) as set out in the notice of AGM.

As at 17 April 2008, being the latest practicable date prior to the printing of this circular (the “**Latest Practical Date**”), the Company had 1,637,892,384 Shares in issue. Subject to the passing of the relevant resolution approving the general mandate to issue Shares and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed to issue new Shares up to a maximum of 327,578,476 Shares.

RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association of the Company (“**Articles of Association**”), Mr Chang Chih-Kai and Mr Hsiao Hsi-Ming will retire by rotation at the AGM, and being eligible, offer themselves for re-election. Brief biography of these Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of AGM, which contains, inter alia, ordinary resolutions to approve the general mandate for Directors to issue Shares and the Repurchase Mandate, is set out on pages 9 to 12 of this circular. A proxy form is enclosed with the annual report. Whether or not you intend to be present at the AGM, you are requested to complete the proxy form and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to be received not less than 48 hours before the time fixed for holding the meeting. The completion and return of the proxy form will not preclude you from attending and voting at the AGM.

PROCEDURES FOR DEMANDING A POLL

Pursuant to the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman;
- (b) at least 3 members present in person or by proxy or authorised representative for the time being entitled to vote at the meeting;
- (c) any member or members present in person or by proxy or authorised representative representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting;
- (d) any member or members present in person or by proxy or authorised representative and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that the proposed grant of the Repurchase Mandate, the general mandate to issue Shares and the re-election of Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
CHEN Ying-Chieh
Chairman

The following explanatory statement provides the requisite information to you for your consideration of the proposal to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of the relevant resolution No. 5A of the notice of the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,637,892,384 Shares.

Subject to the passing of the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM and ignoring other restrictions, such as the limitation on the basis of trading volume mentioned above, the Company would be allowed under the Repurchase Mandate to purchase up to a maximum of 163,789,238 Shares which represents a 10% of the issued share capital of the Company as at the date of passing such resolution.

2. REASONS FOR REPURCHASE

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and its shareholders. Repurchases may, depending on the circumstances, result in an enhancement in the net assets and/or earnings per Share. The Directors are seeking grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in its latest published audited accounts) in the event that the proposed Shares repurchases were to be carried out in full at any time during the proposed repurchase period. However, repurchases must be made out of funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and any other applicable laws. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company unless the Directors consider that such purchases are in the best interest of the Company notwithstanding such material adverse impact.

4. SHARE PRICES

The highest and lowest prices at which Shares traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
April	9.80	4.88
May	6.30	5.25
June	6.72	5.33
July	6.90	5.95
August	6.48	2.98
September	6.35	4.48
October	6.66	4.10
November	6.52	4.10
December	6.11	5.13
2008		
January	6.00	4.35
February	4.75	3.99
March	4.79	2.95
April (up to the Latest Practicable Date)	4.85	3.73

5. DISCLOSURE OF INTERESTS, TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, (as defined in the Listing Rules) have any present intention, in the event that the Repurchase Mandate is approved by shareholders of the Company, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that they may exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate only in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of the Cayman Islands.

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (depending on the level of increase of shareholders' interests), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practical Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in more than 5% of the Company's issued share capital:

Name of shareholder	Capacity	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Lucky Earn International Limited	Beneficial interests	434,669,995	26.54%	29.49%
Top Glory Assets Limited	Beneficial interests	199,846,895 <i>(Note 1)</i>	12.20%	13.56%
Chen Yi-Chen	Interests of controlled corporation	199,846,895 <i>(Note 1)</i>	12.20%	13.56%
Chen Yi-Hsun	Interests of controlled corporation	199,846,895 <i>(Note 1)</i>	12.20%	13.56%
Pushkin Holding Limited	Beneficial interests	147,738,920 <i>(Note 2)</i>	9.02%	10.02%
Chen Ying-Chieh	Interests of controlled corporation	147,738,920 <i>(Note 2)</i>	9.02%	10.02%
Chen Ying-Tien	Interests of controlled corporation	147,738,920 <i>(Note 2)</i>	9.02%	10.02%
Chen Ying-Che	Interests of controlled corporation	147,738,920 <i>(Note 2)</i>	9.02%	10.02%
Sansar Capital Management, LLC	Investment Manager	213,939,400 <i>(Note 3)</i>	13.06%	14.51%
Sansar Capital Master Fund, LP	Beneficial interests	164,812,140	10.06%	11.18%

Note 1: These Shares are held by Top Glory Assets Limited in which Chen Yi-Chen and Chen Yi-Hsun each has beneficial interests of 50%.

Note 2: These Shares are held by Pushkin Holding Limited in which Chen Ying-Chieh, Chen Ying-Tien and Chen Ying-Che each has beneficial interests of one-third.

Note 3: These Shares include the Shares held by Sansar Capital Master Fund, LP.

Based on the current holding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any repurchases made pursuant to the Repurchase Mandate.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any of the Shares held by them to the Company in the event that the general mandate is authorised by shareholders of the Company. The Company will not repurchase Shares which would result in the amount of Shares held by public being reduced to less than 25%.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practical Date.

Mr Chang Chih-Kai

Mr Chang Chih-Kai, aged 27, has been working with the Group since 2003 and was appointed as an executive director of the Company in November 2004. Mr Chang is a director of certain subsidiaries of the Company and he has not held directorships in any other listed public companies in the last three years.

Mr Chang is responsible for overseeing the sales and marketing function and research and development of the business. Mr Chang has studied a bachelor's degree of Art in Auckland University in New Zealand.

Mr Chang is a cousin of Mr Chen Ying-Chieh, the chairman of the Company, and a nephew of Mr Chen Hsein Min, the managing director of the Company. As at the Latest Practical Date, Mr Chang has 26% beneficial interest in Lucky Earn International Limited which holds 434,669,995 Shares. Within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), Mr Chang is interested in approximately 26.54% of the issued share capital of the Company.

Mr Chang's directorship with the Company is subject to the retirement by rotation pursuant to the Articles of Association. His emoluments, including discretionary bonus and share-based payment, as determined by the Board of the Company with reference to his performance and the operating results of the Group for the year ended 31 December 2007 were HK\$2,189,000.

There is no information relating to Mr Chang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. The Directors are not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr Hsiao Hsi-Ming

Mr Hsiao Hsi-Ming, aged 68, has been an Independent Non-executive Director of the Company since September 2004 and he serves as the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr Hsiao is a partner of an accounting firm in Taiwan and he is a member of Taiwan Provincial CPA Association with over 43 years of experience in auditing and accounting. Mr Hsiao holds a master's degree in the National Changhua University of Education and he is a director of Tera Autotech Corporation Inc. ("TAC") and an independent director of Formosa Optical Technology Co. Ltd. ("FOTCL"). Both TAC and FOTCL are traded over-the-counter in Taiwan.

Mr Hsiao does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company and he has not held directorships in any other listed public companies in the last three years.

As at the Latest Practical Date, Mr Hsiao did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr Hsiao has a letter of appointment with the Company, which is for a term of one year with effect from 1 January 2005 renewable or extendable automatically by one year on the expiry of such initial term and every successive period of one year thereafter unless either party gives one month's written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association of the Company. During the year ended 31 December 2007, Mr Hsiao received a fee which is based on his responsibilities and experience of HK\$72,000 from the Company. Mr Hsiao does not have a service contract with the Company.

Save as disclosed above, there is no other information relating to Mr Hsiao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



永恩國際集團有限公司 Prime Success International Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 210)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Prime Success International Group Limited (the “Company”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 16 May 2008 at 3:15 p.m. for the following purposes:

1. To consider and approve the audited Accounts of the Company and the Reports of the Directors and the Auditor for the year ended 31 December 2007;
2. To declare a final dividend for the year ended 31 December 2007;
3. To re-elect the retiring directors and authorise the Board of Directors to fix the directors’ remuneration;
4. To re-appoint the auditor and authorise the Board of Directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:–

A. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.10 each on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, under the Hong Kong Code of Share Repurchase, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its own shares at a price to be determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of shares of the Company to be repurchased the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

B. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of shares or rights to acquire shares of the Company approved by the Stock Exchange, 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
- (d) for the purpose of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set out in paragraph 5A(d) of this Notice; and

“Rights Issue” means the allotment, issue or grant of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

C. **“THAT:**

conditional upon the passing of Resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to Resolution No. 5B be and hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company as stated in Resolution No. 5A above provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By order of the Board
Prime Success International Group Limited
Chan Oi Chu
Company Secretary

Hong Kong, 17 April 2008

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 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.
3. The register of members of the Company will be closed from 14 May 2008 to 16 May 2008, both dates inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting and to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong not later than 4:00 p.m. on 13 May 2008.
4. Where there are joint holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present any meeting the vote of the senior who tenders a vote, whether a person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand first in the register of members in respect of the joint holding.
5. Please refer to Appendix II of the circular dated 17 April 2008 (the "Circular") for the details of the retiring Directors subject to re-election at the meeting.
6. In relation to resolution Nos. 5(A), 5(B) and 5(C), an explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I of the Circular to be dispatched to shareholders.