



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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Prime Success International Group Limited (the “**Company**”) will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 17 June 2008 at 3:15 p.m. to consider and, if thought fit, to pass the following resolutions as resolutions of the Company, with or without amendment:

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 29 May 2003 and all other share option scheme(s) up to 10% of the number of shares of the Company in issue at the date of the passing of this resolution (the “**Scheme Mandate Limit**”) be and is hereby approved; and
- (b) any Director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the refreshment of the Scheme Mandate Limit.”

### **SPECIAL RESOLUTIONS**

2. “**THAT**

- (a) the English name of the Company be changed from “Prime Success International Group Limited” to “Daphne International Holdings Limited” and “達芙妮國際控股有限公司” be adopted as the new Chinese name of the Company in place of “永恩國際集團有限公司” for identification purpose only; and
- (b) the Directors be and are hereby authorised to do all such acts and execute all documents to effect and implement the change of name of the Company.”

3. **“THAT**

- (a) the articles of association (“**Articles**” or “**Articles of Association**”) of the Company be amended in the following manner:

Article 86A

By deleting the existing Article 86A in its entirety and substituting therefor the following new Article 86A:

“86A Where that shareholder is a recognised clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong) or its nominees, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any shareholders’ meetings or any meetings of any class of shareholders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares in respect of each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder of the Company.”; and

- (b) the Directors be and are hereby authorised to do all such acts and execute all documents to effect and implement the amendment to Article 86A of the Articles of Association.”

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

Hong Kong, 21 May 2008

*Notes:*

1. Any shareholder 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 shareholder 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 notarially 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. Where there are joint holders of any share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) 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 in 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.

*As at the date of this announcement, the Board comprises Mr Chen Ying-Chieh, Mr Chen Hsien Min, Mr Chang Chih-Kai as executive directors and Mr Hsiao Hsi-Ming, Mr Huang Shun-Tsai and Mr Kuo Jung-Cheng as independent non-executive directors.*