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

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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**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)**

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME,  
PROPOSED CHANGE OF NAME OF THE COMPANY,  
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 6 of this circular.

A notice convening an extraordinary general meeting of the Company to 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. is set out on pages 7 to 8 of this circular. A form of proxy for use by the shareholders of the Company at the extraordinary general meeting is also enclosed. Whether or not you intend to attend and vote at the extraordinary general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting should you so wish.

21 May 2008

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## DEFINITIONS

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

“Article(s)” or “Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System
“Company”	Prime Success International Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 17 June 2008 at 3:15 p.m. to consider and, if thought fit, approve the Proposed Refreshment, the proposed change of English name of the Company, the adoption of new Chinese name of the Company and the proposed amendment to the Articles of Association;
“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 People’s Republic of China;
“Latest Practicable Date”	21 May 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Refreshment”	the 10% limit under the Share Option Scheme proposed to be refreshed by the Shareholders at the EGM pursuant to which the Board may grant share options to eligible participants to subscribe up to 10% of the Shares in issue as at the date of the EGM;
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon the exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company;
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme approved and adopted by the Company pursuant to an ordinary resolution passed at an extraordinary general meeting held on 29 May 2003;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

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## LETTER FROM THE BOARD

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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  
Mr Chen Hsien Min  
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

21 May 2008

*To Shareholders*

Dear Sir/Madam,

### **REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME, PROPOSED CHANGE OF NAME OF THE COMPANY AND PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

#### **INTRODUCTION**

The Board proposed to (1) refresh the Scheme Mandate Limit in relation to the Share Option Scheme of the Company; (2) change the name of the Company to “Daphne International Holdings Limited”; (3) adopt “達芙妮國際控股有限公司” as the new Chinese name of the Company for identification purpose only; and (4) amend the Articles of Association.

The purpose of this circular is:

- (i) to provide the Shareholders with further details of the Proposed Refreshment, the proposed change of name of the Company to “Daphne International Holdings Limited”, the proposed adoption of “達芙妮國際控股有限公司” as the new Chinese name of the Company for identification purpose only and the proposed amendment to the Articles of Association; and

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## LETTER FROM THE BOARD

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- (ii) to give notice of the EGM to consider and, if thought fit, to approve the Proposed Refreshment, the proposed change of name of the Company to “Daphne International Holdings Limited”, the proposed adoption of “達芙妮國際控股有限公司” as the new Chinese name for identification purpose only and the proposed amendment to the Articles of Association.

### PROPOSED REFRESHMENT

The Share Option Scheme was adopted by the Company on 29 May 2003. At the time of the adoption of the Share Option Scheme, the Company had 1,498,392,384 Shares in issue. The Company has granted 146,200,000 share options to eligible participants and as at the Latest Practicable Date, 139,500,000 share options have been exercised, no share options have been cancelled and 6,700,000 share options remain outstanding. The Company has only 3,639,238 share options available to be granted under the Scheme Mandate Limit to eligible participants, representing approximately 0.2% of the 1,637,892,384 Shares in issue as at the Latest Practicable Date.

The Share Option Scheme was adopted to recognise and acknowledge the contributions of the Group’s employees and other selected grantees made or may have made to the Group. The Share Option Scheme will provide the grantees with an opportunity to have a personal stake in the Company with the view to achieving the objectives of motivating the grantees to optimise their performance efficiency for the benefit of the Company, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the long-term growth of the Group.

As the existing Scheme Mandate Limit available to be granted to eligible participants represents only approximately 0.2% of the total number of Shares in issue, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to the 10% provided under Chapter 17 of the Listing Rules so as to provide the Company with the flexibility of granting further share options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group’s employees and other selected grantees.

It is proposed that subject to the approval of the Shareholders at the EGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and all other schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the EGM and share options previously granted under the Share Option Scheme and/or any other share option scheme(s) of the Company, including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other schemes of the Company will not be counted for the purpose of the Proposed Refreshment.

Pursuant to the Listing Rules, the Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No share options will be granted under any scheme(s) of the Company if it will result in the 30% limit being exceeded.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, there were 1,637,892,384 Shares in issue. Assuming that no further Shares will be issued or repurchased prior to the date of approving the Proposed Refreshment by the Shareholders, the maximum number of Shares which fall to be issued upon the exercise of all share options that may be granted by the Company under the Proposed Refreshment would be 163,789,238 Shares, representing 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the EGM.

### Conditions of the Proposed Refreshment

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the EGM to approve the Proposed Refreshment. The adoption of the Proposed Refreshment is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the EGM; and
- (ii) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of any share options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

### Application for Listing

An application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares which fall to be issued upon the exercise of any share options that may be granted pursuant to the Share Option Scheme under the Proposed Refreshment.

### PROPOSED CHANGE OF NAME OF THE COMPANY

The Board announced on 16 May 2008 that it proposed to change the name of the Company from “Prime Success International Group Limited” to “Daphne International Holdings Limited” and adopt “達芙妮國際控股有限公司” 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 upon the change of English name of the Company becoming effective. Due to expansion and development of the scope of business, the Board considers that the new name “Daphne International Holdings Limited” can better reflect the Company’s current business activities. Accordingly, the Directors now propose that the English name of the Company be changed from “Prime Success International Group Limited” to “Daphne International Holdings Limited”. The Board is therefore of the opinion that the proposed change of name of the Company and the adoption of the Chinese name are in the best interest of the Company and the Shareholders as a whole.

The proposed change of name of the Company is subject to (a) the passing of a special resolution by the Shareholders at the EGM and (b) the approval of the Registrar of Companies in the Cayman Islands to the proposed change of name of the Company and the proposed adoption of the new Chinese name of the Company. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

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## **LETTER FROM THE BOARD**

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### **Effects on the Change of Name of the Company**

The proposed change of name of the Company and the proposed adoption of new Chinese name of the Company will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the proposed change of name of the Company becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

The Company intends to change its stock short names upon the proposed change of name of the Company becoming effective and further announcement on the change of name of the Company and the change in stock short names will be made once the proposed change of name of the Company has become effective and the proposed change in stock short names has been approved by the Stock Exchange.

### **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

To cater for the increasing demand from investors holding securities in listed companies through the CCASS in Hong Kong for attending the shareholders' meetings in person or appointing proxies to vote on their behalf, the Board proposes to put forward a special resolution to the Shareholders for approval at the EGM such that the existing Article 86A will be amended to cope with such demand and to provide rights to Shareholders who hold securities of the Company through CCASS to appoint multiple proxies to vote for their behalf at any shareholders' meeting of the Company.

The Board is of the opinion that the proposed amendment to the Articles of Association is in the best interest of the Company and the Shareholders as a whole.

The full text of the special resolution containing such proposed amendment is set out in the notice of EGM of this circular.

### **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.

### **ACTIONS TO BE TAKEN**

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the form of proxy in accordance with the instructions set out therein and return it to the Company's share registrar and transfer office in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### 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 Listing Rules or (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman; or
- (b) at least 3 Shareholders present in person or by proxy or authorised representative for the time being to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person or by proxy or authorised representative representing not less than one-tenth of the total voting rights of all the Shareholders having the right to attend and vote at the meeting; or
- (d) any Shareholder or Shareholders 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.

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 that fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### RECOMMENDATIONS

The Board considers that the Proposed Refreshment, the proposed change of name of the Company to “Daphne International Holdings Limited”, the proposed adoption of “達芙妮國際控股有限公司” as the new Chinese name of the Company for identification purpose only and the proposed amendment to the Articles of Association are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution and the special resolutions to be proposed at the EGM.

### FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the notice of the EGM.

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



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## NOTICE OF EGM

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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)

### 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.”

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## NOTICE OF EGM

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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.