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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)

### **COMPLETION OF THE ACQUISITION AND PROPOSED CHANGE OF COMPANY NAME**

The Board is pleased to announce that Completion has taken place on 31 July 2009 in accordance with the terms of the Agreement.

The Directors proposes to change the English name of the Company from “Bright Prosperous Holdings Limited” to “Sustainable Forest Holdings Limited” and adopt the new Chinese name “永保林業控股有限公司” for identification purpose.

#### **COMPLETION OF THE ACQUISITION**

References are made to the announcements of Bright Prosperous Holdings Limited (the “**Company**”) dated 10 March 2009 and 12 June 2009 and the circular of the Company dated 25 June 2009 (the “**Circular**”) in relation to, among other things, the acquisition of the entire issued share capital in Amplewell Holdings Limited by the Group. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that Completion has taken place on 31 July 2009 in accordance with the terms of the Agreement. At Completion, the Group has paid (i) HK\$25,000,000 by way of cash; (ii) HK\$232,000,000 by the Company issuing the Promissory Note; (iii) HK\$43,175,000 by the Company’s allotment and issue of 785,000,000 Consideration Shares at HK\$0.055 for each Consideration Share; and (iv) HK\$1,369,965,752.8 (which was adjusted from HK\$1,437,260,000 as there were outstanding installment payments in the sum of approximately HK\$67,294,247.2 for the purchase of the Brazilian Forest under the Brazil Acquisition Agreement as at Completion) by the Company’s allotment and issue of 24,908,468,233 First Tranche Preference Shares at HK\$0.055 for each First Tranche Preference Share to the Vendor or its nominees as part of the consideration for the Acquisition pursuant to and in accordance with the Agreement.

\* *for identification purpose only*

On 7 August 2009, the Company received the conversion notice from the Vendor for the conversion of 1,635,280,000 First Tranche Preference Shares into 1,635,280,000 Conversion Shares (the “1st Conversion Shares”). The Vendor will be interested in an aggregate of 2,420,280,000 Shares, representing approximately 29.90% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares and 1st Conversion Shares.

The following table sets out the shareholding structure of the Company (i) immediately after Completion and as at the date of this announcement; (ii) upon conversion of 1,635,280,000 First Tranche Preference Shares into the 1st Conversion Shares; (iii) assuming full conversion of the First Tranche Preference Shares (which have been duly issued upon Completion); and (iv) assuming full conversion of the First Tranche Preference Shares and Second Tranche Preference Shares (which are to be issued on the date falling on the 18th month from the Completion):

	Immediate after Completion and as at the date of this announcement		Upon conversion of 1,635,280,000 First Tranche Preference Shares into the 1st Conversion Shares		Assuming full conversion of the First Tranche Preference Shares (Note 3)		Assuming full conversion of the First Tranche Preference Shares and the Second Tranche Preference Shares (Note 3)	
	Shares	%	Shares	%	Shares	%	Shares	%
Ms. Chung Oi Ling, Stella (Note 1)	75,000,000	1.16%	75,000,000	0.93%	75,000,000	0.24%	75,000,000	0.23%
Ms. Lau Wa Chun (Note 2)	2,100,000	0.03%	2,100,000	0.03%	2,100,000	0.01%	2,100,000	0.01%
Vendor	785,000,000	12.15%	2,420,280,000	29.90%	25,693,468,233	81.91%	27,095,468,233	82.68%
Public	5,597,256,930	86.66%	5,597,256,930	69.14%	5,597,256,930	17.84%	5,597,256,930	17.08%
<b>Total</b>	<b>6,459,356,930</b>	<b>100.00%</b>	<b>8,094,636,930</b>	<b>100.00%</b>	<b>31,367,825,163</b>	<b>100.00%</b>	<b>32,769,825,163</b>	<b>100.00%</b>

*Notes:*

1. Ms. Chung Oi Ling, Stella is an executive Director.
2. Ms. Lau Wa Chun is an independent non-executive Director.
3. The figures are provided for illustrative purposes only. The terms of the Convertible Preference Shares will not permit conversion if immediately after such conversion (i) the holder of the Convertible Preference Shares will hold more than 29.90% of the issued share capital of the Company; or (ii) the public float of the Shares will fall below the minimum requirements of the Listing Rules.

## **PROPOSED CHANGE OF COMPANY NAME**

The Directors proposes to change the English name of the Company from “Bright Prosperous Holdings Limited” to “Sustainable Forest Holdings Limited” and adopt the new Chinese name “永保林業控股有限公司” for identification purpose. The Company will issue a further announcement to provide details of the change of Company’s name as soon as practicable.

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

Hong Kong, 10 August 2009

*As at the date of this announcement, the Board comprises Mr. Teoh Tean Chai, Anthony and Ms. Chung Oi Ling, Stella as executive Directors and Mr. Lo Chi Ho, William, Mr. Chu Kin Wang, Peleus and Ms. Lau Wa Chun as independent non-executive Directors.*