

INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities (Stock Exchange Listing) Rules 1989 (as amended) and the Listing Rules for the purposes of giving information to the public with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus 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 in this prospectus misleading.

FULLY UNDERWRITTEN

The Share Offer is sponsored by CSC Asia and co-sponsored by Access Capital and is fully underwritten by the Underwriters. For the information about the Underwriters and the underwriting arrangements, please refer to the section headed "Underwriting" of this prospectus.

The Share Offer comprises the Public Offer and the Placing. This prospectus and the related application forms set out the terms and conditions of the Public Offer.

OFFER SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken in any jurisdiction other than Hong Kong to permit any offering of the Offer Shares or the distribution of this prospectus. This prospectus is not an offer or invitation in any jurisdiction in which it is not authorised and is not an offer or invitation to any person to whom it is unlawful to make an unauthorised offer or invitation. No invitation may be made to the public in the Cayman Islands to subscribe for or purchase any of the Offer Shares.

APPLICATION FOR LISTING ON THE MAIN BOARD

The Company has applied to the Stock Exchange for the listing of and permission to deal in the Shares in issue and to be issued as mentioned in this prospectus (including any Shares to be issued pursuant to the exercise of the Over-allotment Option) and any Shares which may fall to be issued pursuant to the exercise of options that may be granted under the Share Option Scheme.

No part of the Company's share or loan capital is listed or dealt in on any other stock exchange. At present, the Company is not seeking or proposing to seek listing on or permission to deal in any other stock exchange.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for the Offer Shares or about purchasing, holding, disposing of or dealing in them, you should consult an expert.

The Company, the Sponsors, the Lead Manager, the Underwriters, their respective directors and any other person involved in the Share Offer do not accept responsibility for any tax effects on, or liabilities of, any person resulting from the subscribing for, or purchasing, holding, or disposal of or dealing in, the Offer Shares.

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REGISTRATION AND STAMP DUTY

All Shares issued pursuant to the Share Offer will be registered on the Company's branch register of members to be maintained in Hong Kong by its branch share registrar and transfer office, Standard Registrars Limited. The Company's principal register of members will be maintained by its principal share registrar and transfer office, Bank of Butterfield International (Cayman) Ltd., in the Cayman Islands.

Dealings in Shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty.

STABILISATION

In connection with the Share Offer, CSC Securities (for itself and on behalf of the Underwriters) may over-allocate Shares and may cover such over-allocations under the Placing by means of exercising the Over-allotment Option in full or in part at any time no later than 30 days after the date of this prospectus, by stock borrowing, through CSC Asia, from Imperial Profit, a controlling shareholder of the Company or by making open market purchases in the secondary market or a combination of these means. The number of Shares over-allocated will not be greater than the number of Shares which may be issued upon the full exercise of the Over-allotment Option, being 14,062,500 Shares, representing 15% of the Offer Shares. CSC Securities may also effect transactions which stabilise or maintain the market price of the Shares. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements. Such transactions, if commenced, may be discontinued at any time. Should stabilising transactions be effected in connection with the distribution of Shares, they will be done at the absolute discretion of CSC Securities.

Stabilisation is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilise, the underwriters may bid for, or purchase, the newly issued securities in the secondary market, during a specified period of time, to retard and, if possible, prevent a decline in the initial public offer price of the securities. The stabilisation price is not normally higher than the initial public offer price.

Stabilisation is not a practice commonly associated with the distribution of securities in Hong Kong. In Hong Kong, such stabilisation activities on the Stock Exchange are restricted to cases where underwriters genuinely purchase shares in the secondary market solely for the purpose of covering over-allocations in an offering. The relevant provisions of the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) prohibit market manipulation in the form of pegging or stabilising the price of securities in certain circumstances.

PROCEDURES FOR APPLICATION FOR PUBLIC OFFER SHARES

The procedures for application for the Public Offer Shares are set out under the section headed "How to apply for the Public Offer Shares" of this prospectus and in the relevant application forms.

STRUCTURE OF THE SHARE OFFER

Details of the structure of the Share Offer, including its conditions, are set out under the section headed "Structure of the Share Offer" of this prospectus.