
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 and Futures (Stock Market Listing) Rules (Subsidiary Legislation V of Chapter 571 of the Laws of Hong Kong) and the Listing Rules for the purpose 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 comprises the Public Offer and the Placing. The Placing Shares and the Public Offer Shares are being offered for subscription and purchase at the Offer Price. Details of the structure of the Share Offer are set out in the section headed “Structure of the Share Offer” in this prospectus.

Pursuant to the Underwriting Agreement, the Company has also granted the Over-allotment Option to the Lead Manager to require the Company to issue up to 14,970,000 additional new Shares at the Offer Price to cover over-allocations in the Placing.

The Share Offer is sponsored by the Sponsor, co-sponsored by the Co-sponsors and managed by the Lead Manager. The Public Offer is fully underwritten by the Public Offer Underwriters. The Placing is fully underwritten by the Placing Underwriters. Further information about the Underwriters and the underwriting arrangements is set out in the section headed “Underwriting” in this prospectus.

OFFER SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken in any jurisdiction other than Hong Kong to permit the offering of the Offer Shares or the distribution of this prospectus. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation nor is it calculated to invite or solicit offers 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 such an unauthorised offer or invitation.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The Company has applied to the Listing Committee of 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 which may fall to be issued pursuant to the Capitalisation Issue, upon the exercise of the Over-allotment Option and the 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 the Growth Enterprise Market of the Stock Exchange or any other stock exchanges. At present, the Company is not seeking or proposing to seek listing of, or permission to deal in the Shares on the Growth Enterprise Market of the Stock Exchange or on any other stock exchanges.

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PROFESSIONAL TAX ADVICE RECOMMENDED

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

The Company, the Vendor, the Sponsor, the Co-sponsors, the Lead Manager, the Underwriters and all of their respective directors, agents or advisers or any other persons involved in the Share Offer do not accept responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, or purchasing, holding or disposing of or dealing in the Offer Shares.

STAMP DUTY

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

PROCEDURE FOR APPLICATION FOR THE PUBLIC OFFER SHARES

The procedure for applying for the Public Offer Shares is set out in the section headed "How to apply for the Public Offer Shares" in this prospectus and on the relevant application forms.

STRUCTURE OF THE SHARE OFFER

Details of the structure of the Share Offer, including its conditions and grounds for termination are set out in the section headed "Structure of the Share Offer" of this prospectus.