

# IMPORTANT

If you are in any doubt about this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.



## Modern Beauty Salon Holdings Limited (現代美容控股有限公司)

(incorporated in the Cayman Islands with limited liability)

### LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

#### NEW ISSUE BY WAY OF PLACING AND PUBLIC OFFER

Number of Offer Shares : 180,000,000 new Shares  
(subject to the Over-allotment Option)  
Number of Placing Shares : 162,000,000 new Shares  
(subject to re-allocation and  
the Over-allotment Option)  
Number of Public Offer Shares : 18,000,000 new Shares  
(subject to re-allocation)  
Offer Price : Not more than HK\$1.08 (payable in full on  
application and subject to refund) and not  
less than HK\$0.88 per Offer Share  
Nominal value : HK\$0.10 each  
Stock code : 919

#### Sponsor and Bookrunner



新鴻基國際有限公司

SUN HUNG KAI INTERNATIONAL LIMITED

#### Joint Lead Managers



新鴻基國際有限公司

SUN HUNG KAI INTERNATIONAL LIMITED



寶來證券(香港)有限公司

Polaris Securities (Hong Kong) Limited

A Member of Polaris Financial Group

#### Co-Lead Manager

Taiwan Securities (Hong Kong) Company Limited

#### Co-Managers

SBI E2-Capital Securities Limited  
Barits Securities (Hong Kong) Limited  
CCB International Capital Limited  
Core Pacific - Yamaichi International (H.K.) Limited  
Shenyin Wanguo Capital (H.K.) Limited

Tai Fook Securities Company Limited  
CAF Securities Company Limited  
CMB International Capital Corporation Limited  
Goldbond Securities Limited  
VC Brokerage Limited

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix VI to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance of Hong Kong. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined pursuant to the Price Determination Agreement between Sun Hung Kai (for itself and on behalf of the Underwriters) and the Company at or before the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 3rd February, 2006 and, in any event, not later than 12:00 noon (Hong Kong time) on Tuesday, 7th February, 2006. The Offer Price will fall within the Offer Price range in this prospectus unless otherwise announced, as explained below. Investors applying for the Offer Shares must pay the maximum Offer Price of HK\$1.08 per Offer Share together with brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.005%. Sun Hung Kai (for itself and on behalf of the Underwriters) may, with the consent of the Company, reduce the indicative Offer Price range below that as stated in this prospectus (which is from HK\$0.88 per Offer Share to HK\$1.08 per Offer Share) at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notice of the reduction in the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Public Offer. If applications for the Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the Offer Price is so reduced, such applications cannot be subsequently withdrawn. If, for any reason, the Offer Price is not agreed upon between Sun Hung Kai (for itself and on behalf of the Underwriters) and the Company by the Price Determination Date, the Share Offer will not proceed and will lapse.

Prospective investors of the Share Offer should note that the Group has certain litigation, claims and contingent liabilities, details of which are fully set out in the sections headed "Risk factors" and "Other information" in Appendix V to this prospectus. Potential investors should read those sections carefully before deciding to invest in the Offer Shares.

Prospective investors of the Share Offer should note that the Underwriting Agreement in respect of the Share Offer contains provisions entitling Sun Hung Kai (for itself and on behalf of the Underwriters) to terminate the obligations of the Underwriters under the Underwriting Agreement if any of the events set out in the sub-section headed "Grounds for termination" in the section headed "Underwriting" in this prospectus occurs prior to 8:00 a.m. (Hong Kong time) on the Listing Date. It is important that prospective investors refer to the section headed "Underwriting" in this prospectus for further details. If Sun Hung Kai (for itself and on behalf of the Underwriters) exercises such rights, the Share Offer will not proceed and will lapse.

27th January, 2006