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## STRUCTURE OF THE GLOBAL OFFERING

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### OFFER PRICE AND PRICE PAYABLE ON APPLICATION

The Offer Price will not be more than HK\$0.82 and is expected to be not less than HK\$0.58 per Offer Share. Based on the maximum Offer Price of HK\$0.82 per Offer Share, plus 1% brokerage fee, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee, one board lot of 4,000 Shares will amount to a total of HK\$3,313.06.

The Offer Price is expected to be determined by the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before the Price Determination Date. If, for any reason, the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price on or before Monday, 14 January 2013, the Global Offering will not proceed and will lapse. If the Offer Price, as finally determined in the manner as set out below, is lower than the maximum Offer Price of HK\$0.82 per Offer Share, appropriate refund payments will be made. For further details, please refer to the section headed “How to Apply for the Hong Kong Public Offer Shares” in this prospectus. Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this prospectus.

If, based on the level of interests expressed by prospective professional, institutional and/or other investors during the book-building process and with the consent of the Company, the Sole Global Coordinator (for itself and on behalf of the Underwriters) thinks it is appropriate (for instance, if the level of interests of the price in the Offer Shares is below the indicative Offer Price range), the indicative Offer Price range may be reduced below that stated in this prospectus at any time prior to the morning of the last day for lodging applications. In such case, we will, as soon as practicable following the decision to make such reduction, and in any event no later than the morning of the last day for lodging applications under the Hong Kong Public Offer, cause there to be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese), and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.speedy-global.com](http://www.speedy-global.com), notice of the reduction of the indicative Offer Price range. Such notice will also include any financial information which may change as a result of any such reduction.

In the absence of any notice being published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) of a reduction of the indicative Offer Price range in the manner set out above, the Offer Price, if agreed upon with the Company, will under no circumstances be set outside the Offer Price range as stated in this prospectus.

The Offer Price, the indication of level of interest in the International Offer, the level of the applications, the basis of allocation of the Hong Kong Public Offer Shares under the Hong Kong Public Offer and the results of allocations under the Hong Kong Public Offer are expected to be made available in a variety of channels in the manner described in the section headed “How to Apply for the Hong Kong Public Offer Shares — Results of allocations” in this prospectus.

### CONDITIONS

Acceptance of all applications for the Global Offering will be conditional upon:

- (i) the Listing Committee granting the approval of the listing of, and permission to deal in the Shares (including any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any Shares which may fall to be issued pursuant to the Share Option Scheme), and such listing and permission not subsequently having been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;

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- (ii) the Offer Price having been duly determined and the execution and delivery of the Price Determination Agreement on or about the Price Determination Date; and
- (iii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional (including the waiver of any condition(s) by the Sole Global Coordinator for itself and on behalf of the Underwriters) and not being terminated in accordance with their terms or otherwise,

in each case on or before the dates and times specified in the Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event no later than 30 days after the date of this prospectus.

If, for any reason, the Offer Price is not agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before Monday, 14 January 2013, the Global Offering will not become unconditional and will lapse.

The consummation of the Hong Kong Public Offer is conditional upon, among other things, the Hong Kong Public Offer and the International Offer becoming unconditional and not having been terminated in accordance with their respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse will be published by the Company in The Standard (in English) and the Hong Kong Economic Times (in Chinese), and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on our website at [www.speedy-global.com](http://www.speedy-global.com), on the next day following such lapse. In such event, all application monies will be returned, without interest, on the terms set out in the section “How to apply for Hong Kong Public Offer Shares” in this prospectus. In the meantime, such monies will be held in separate bank accounts with the receiving bankers or other licensed bank(s) in Hong Kong.

### OFFER MECHANISM — BASIS OF ALLOCATION OF THE OFFER SHARES

#### The Global Offering

The Global Offering consists of the International Offer and the Hong Kong Public Offer. The 150,000,000 Offer Shares initially offered under the Global Offering will comprise (i) 135,000,000 new Shares being offered under the International Offer and (ii) 15,000,000 new Shares being offered under the Hong Kong Public Offer. The 150,000,000 Offer Shares being offered under the Global Offering will represent 25% of the share capital of the Company immediately after completion of the Global Offering but without taking into account any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any Shares which may fall to be issued upon the exercise of the options granted under the Share Option Scheme.

The Offer Shares to be offered in the Hong Kong Public Offer and the International Offer may, in certain circumstances, be reallocated as between these offerings at the discretion of the Sole Global Coordinator.

The levels of indication of interest in the International Offer and the basis of allotment and the levels of applications in the Hong Kong Public Offer are expected to be available in a variety of channels in the manner described in the section headed “How to Apply for the Hong Kong Public Offer Shares — Results of allocations” in this prospectus.

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### Hong Kong Public Offer

The Company is initially offering 15,000,000 new Shares, representing 10% of the total number of Offer Shares initially being offered in the Global Offering, for subscription by way of a Hong Kong public offer in Hong Kong, subject to the reallocation of Shares between the International Offer and the Hong Kong Public Offer. The Hong Kong Public Offer Shares are being offered at the Offer Price. The Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters, subject to the terms and conditions of the Hong Kong Underwriting Agreement.

The total number of Hong Kong Public Offer Shares available for subscription under the Hong Kong Public Offer (after taking into account of any reallocation referred to below) is to be divided equally into two pools for allocation purposes: pool A and pool B. The Hong Kong Public Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Hong Kong Public Offer Shares with an aggregate subscription amount of HK\$5 million (excluding the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee payable) or less. The Hong Kong Public Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for the Hong Kong Public Offer Shares with an aggregate subscription amount of more than HK\$5 million (excluding the brokerage fee, the SFC transaction levy, and the Stock Exchange trading fee payable) and up to the value of pool B. Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Hong Kong Public Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Public Offer Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly.

Applicants can only receive an allocation of Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications within either pool or between pools and any application for more than the total number of Shares originally allocated to each pool are liable to be rejected. Each applicant under the Hong Kong Public Offer will also be required to give an undertaking and confirmation in the application submitted by him that he and any person(s) for whose benefit he is making the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offer and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or if he has been or will be placed or allocated Offer Shares under the International Offer.

Allocation of Shares to applicants under the Hong Kong Public Offer will be based solely on the level of valid applications received under the Hong Kong Public Offer. The basis of allocation may vary, depending on the number of Hong Kong Public Offer Shares validly applied for, but, subject to that (and in accordance with the allocation of Hong Kong Public Offer Shares in pool A and pool B described below), will be made on an equitable basis, although the allocation of Hong Kong Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Public Offer Shares.

The allocation of the Offer Shares between the International Offer and the Hong Kong Public Offer is subject to adjustment under the Listing Rules.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 15 times or more but less than 50 times the number of Shares initially available for subscription under the Hong Kong Public Offer, then Shares will be reallocated to the Hong Kong Public

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Offer from the International Offer, so that the total number of Shares available for subscription under the Hong Kong Public Offer will increase to 45,000,000 Shares, representing 30% of the Shares initially available for subscription under the Global Offering.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 50 times or more but less than 100 times the number of Shares initially available for subscription under the Hong Kong Public Offer, then the number of Shares to be reallocated to the Hong Kong Public Offer from the International Offer will be increased so that the total number of Shares available for subscription under the Hong Kong Public Offer will be 60,000,000 Shares, representing 40% of the Shares initially available for subscription under the Global Offering.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 100 times or more the number of Shares initially available for subscription under the Hong Kong Public Offer, then the number of Shares to be reallocated to the Hong Kong Public Offer from the International Offer will be increased, so that the total number of Shares available for subscription under the Hong Kong Public Offer will increase to 75,000,000 Shares, representing 50% of the Shares initially available for subscription under the Global Offering.

In each of the above cases, the additional Shares reallocated to the Hong Kong Public Offer will be allocated equally between pool A and pool B and the number of Shares allocated to the International Offer will be correspondingly reduced.

### **International Offer**

The Company is initially offering 135,000,000 new Shares, representing 90% of the total number of Shares initially being offered in the Global Offering (subject to the Over-allotment Option), for subscription by way of the International Offer, subject to the reallocation of Offer Shares between the International Offer and the Hong Kong Public Offer. The International Offer is fully underwritten by the International Underwriters, subject to the terms and conditions of the International Underwriting Agreement.

The International Underwriters are soliciting from prospective professional, institutional investors and/or other investors indications of interest in acquiring International Offer Shares in the International Offer. Prospective professional, institutional investors and/or other investors will be required to specify the number of International Offer Shares they would be prepared to acquire either at different prices or at a particular price. This process is known as “book building”. In Hong Kong, individual retail investors should apply for Shares in the Hong Kong Public Offer, as individual retail investors applying for International Offer Shares, including individual retail investors applying through banks and other institutions, will not be allocated any International Offer Shares.

Allocation of the International Offer Shares pursuant to the International Offer is based on a number of factors, including the level and timing of demand and whether or not it is expected that the relevant investor is likely to buy further and/or hold or sell its Shares after the Listing. Such allocation is generally intended to result in a distribution of the International Offer Shares on a basis which would lead to the establishment of a broad shareholder base to the benefit of us and the Shareholders as a whole.

The International Underwriters or selling agents nominated by the International Underwriters shall, on our behalf, conditionally place the International Offer Shares with professional, institutional and/or other investors in Hong Kong and other regions. The International Offer shall be subject to the Global Offering restrictions set out under the section “Information about this Prospectus and the Global Offering”.

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The International Offer is conditional on the same conditions as set out in the section “— Conditions” above. The total number of International Offer Shares to be allotted and issued or sold and transferred pursuant to the International Offer may change as a result of the clawback arrangement referred to in the section “— The Hong Kong Public Offer” above, the exercise of the Over-allotment Option and any reallocation of unsubscribed Shares originally included in the Hong Kong Public Offer.

The Sole Global Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Offer, and who has made an application under the Hong Kong Public Offer, to provide sufficient information to the Sole Global Coordinator so as to allow it to identify the relevant application under the Hong Kong Public Offer and to ensure that such investor is excluded from any application for the Offer Shares under the Hong Kong Public Offer.

In connection with the Global Offering, the Sole Global Coordinator or any person acting for it may over-allocate up to and not more than 22,500,000 additional Shares and cover such over-allocation by, among other methods, making purchases in the secondary market at prices that do not exceed the Offer Price or exercising the Over-allotment Option in full or in part, or through the Stock Borrowing Agreement or a combination of these means.

### OVER-ALLOTMENT AND STABILISATION

#### Over-allotment Option

In connection with the Global Offering, we are expected to grant to the Sole Global Coordinator the Over-allotment Option, which will be exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) at any time from the Listing Date up to 30 days from the last day for the lodging of applications under the Hong Kong Public Offer. Pursuant to the Over-allotment Option, we may be required to allot and issue up to 22,500,000 additional new Shares, at the Offer Price, to an aggregate of 172,500,000 Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, in connection with over-allocation in the International Offer, if any, subject to the same terms and conditions as the other Offer Shares. The Sole Global Coordinator may also cover in the International Offer by purchasing Shares in the secondary market or by a combination of purchases in the secondary market and the exercise, in part or in full, of the Over-allotment Option. The number of Shares that may be over-allocated will not exceed the maximum number of Shares that may be issued under the Over-allotment Option. Any such secondary market purchases will be made in compliance with all applicable laws, rules and regulations. If the Over-allotment Option is exercised in full, on completion of the Global Offering but without taking into account any Shares which may fall to be issued upon the exercise of any options to be granted under the Share Option Scheme, the Offer Shares will represent 27.71% of our enlarged issued share capital. In the event that the Over-allotment Option is exercised, a press announcement will be made.

#### Stabilisation Action

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 minimise and, if possible, prevent any decline in the market price of the securities. In Hong Kong, activity aimed at reducing the market price is prohibited, and the price at which stabilisation is effected is not permitted to exceed the offer price.

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In connection with the Global Offering, Cinda International Securities Limited as the Stabilising Manager, its affiliates or any person acting for it, may over-allocate or effect transactions with a view to stabilising and maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing on the Listing Date.

The Stabilising Manager, its affiliates or any person acting for it may take all or any of the following stabilising actions in Hong Kong during the stabilisation period:

- (i) purchase, or agree to purchase, any of the Shares or offer or attempt to do so for the sole purpose of preventing or minimising any reduction in the market price of the Shares;
- (ii) in connection with any action described in paragraph (i) above:
  - (A) (1) over-allocate the Shares; or
  - (2) sell or agree to sell the Shares so as to establish a short position in them, for the sole purpose of preventing or minimising any reduction in the market price of the Shares;
  - (B) exercise the Over-allotment Option and purchase or subscribe for or agree to purchase or subscribe for the Shares in order to close out any position established under paragraph (A) above;
  - (C) sell or agree to sell any of the Shares acquired by it in the course of the stabilising action referred to in paragraph (i) above in order to liquidate any position that has been established by such action; or
  - (D) offer or attempt to do anything as described in paragraphs (ii)(A)(2), (ii)(B) or (ii)(C) above.

Specifically, prospective applicants for and investors in the Shares should note that:

- the Stabilising Manager or any of its affiliates or any person acting for it, may, in connection with the stabilising action, maintain a long position in the Shares;
- there is no certainty regarding the extent to which and the time period for which the Stabilising Manager or any of its affiliates or any person acting for it, will maintain such a position;
- liquidation of any such long position by the Stabilising Manager may have an adverse impact on the market price of the Shares;
- no stabilising action can be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date and end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. As a result, demand for the Shares and the market price of the Shares may fall after the stabilising period;
- the market price of the Shares cannot be assured to stay at or above the Offer Price either during or after the stabilising period by the taking of any stabilising action; and



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- stabilising bids may be made or transactions effected in the course of the stabilising action at any price at or below the Offer Price, which means that stabilising bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, the Shares.

An announcement will be made to the public within seven days after the expiration of the stabilising period as required under the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

### STOCK BORROWING AGREEMENT

In order to facilitate the settlement of over-allocations in connection with the International Offer, the Stabilising Manager may choose to borrow up to 22,500,000 Shares from Sky Halo, one of the Controlling Shareholders, equivalent to the maximum number of additional Shares to be issued upon full exercise of the Over-allotment Option, under the Stock Borrowing Agreement on the following conditions in compliance with Rule 10.07(3) of the Listing Rules:

- the Stock Borrowing Agreement will only be effected by the Stabilising Manager for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option;
- the maximum number of Shares to be borrowed from Sky Halo by the Stabilising Manager will be the maximum number of Shares that may be issued upon exercise of the Over-allotment Option;
- the same number of Shares so borrowed must be returned to Sky Halo or its nominee (as the case may be) within three business days (being days on which the Stock Exchange is open for the business of dealing in securities) after the earlier of (i) the last day on which the Over-allotment Option may be exercised, or (ii) the date on which the Over-allotment Option is exercised in full;
- borrowing of Shares pursuant to the Stock Borrowing Agreement will be effected in compliance with all applicable Listing Rules, laws and other regulatory requirements; and
- no payments will be made to Sky Halo by the Stabilising Manager in relation to the Stock Borrowing Agreement.

### LISTING ON ANY OTHER STOCK EXCHANGE

The directors of the Company are not considering any listing of the Company on any other overseas stock exchange. We have not submitted any application nor obtained any approval for the listing of the Shares on any other overseas stock exchange.