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# IMPORTANT

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**IMPORTANT:** If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



## Time Watch Investments Limited

### 時計寶投資有限公司

(Incorporated in the Cayman Islands with limited liability)

#### GLOBAL OFFERING

<b>Total number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>600,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Public Offer Shares</b>	<b>:</b>	<b>60,000,000 Shares (subject to adjustment)</b>
<b>Number of International Placing Shares</b>	<b>:</b>	<b>540,000,000 Shares comprising 440,000,000 New Shares and 100,000,000 Sale Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$1.35 per Share and expected to be not less than HK\$1.11 per Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund on final pricing)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.10 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>2033</b>

#### Sole Global Coordinator and Sole Bookrunner



Joint Sponsors



Hong Kong Exchanges and Clearing 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 Hong Kong" 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. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus.

The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator, on behalf of the Underwriters, and our Company (for itself and on behalf of the Selling Shareholder) on or before Tuesday, 29 January 2013 or such later time as may be agreed between the parties, but in any event, no later than Monday, 4 February 2013. If, for any reason, the Sole Global Coordinator, on behalf of the Underwriters, and our Company (for itself and on behalf of the Selling Shareholder) are unable to reach an agreement on the Offer Price by Monday, 4 February 2013, the Global Offering will not become unconditional and will lapse immediately. The Offer Price will be not more than HK\$1.35 per Share and is expected to be not less than HK\$1.11 per Share although the Sole Global Coordinator, on behalf of the Underwriters, and our Company (for itself and on behalf of the Selling Shareholder) may agree to a lower price. The Sole Global Coordinator, on behalf of the Underwriters, may, with the consent of our Company (for itself and on behalf of the Selling Shareholder), reduce the indicative Offer Price range below that stated in this prospectus (being HK\$1.11 per Share to HK\$1.35 per Share) at any time on or prior to the morning of the last date for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Hong Kong Public Offer Shares and/or the indicative Offer Price range will be published in South China Morning Post (in English) and Hong Kong Economic Journal (in Chinese) and on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at [www.timewatch.com.hk](http://www.timewatch.com.hk) as soon as practicable but in any event not later than the morning of the day which is the latest day for lodging applications under the Hong Kong Public Offering. For further information, see the sections headed "Structure and Conditions of the Global Offering" and "How to Apply for the Hong Kong Public Offer Shares" in this prospectus.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this prospectus, and in particular, the risk factors set out in the section headed "Risk Factors."

Pursuant to the termination provisions contained in the Hong Kong Underwriting Agreement in respect of the Hong Kong Public Offer Shares, the Sole Global Coordinator, on behalf of the Hong Kong Underwriters, and the Joint Sponsors have the right in certain circumstances, in their absolute discretion, to terminate the obligation of the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement at any time prior to 8:00 a.m. on the Listing Date. Further details of the terms of the termination provisions are set out in the section headed "Underwriting – Grounds for Termination". It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the US Securities Act or any state securities laws in the United States, and may not be offered or sold, pledged or transferred, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in accordance with any applicable state securities laws in the US. The Offer Shares are being offered and sold only outside of the United States in offshore transactions in reliance on Regulation S.

24 January 2013