
IMPORTANT

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



S. CULTURE INTERNATIONAL HOLDINGS LIMITED

港大零售國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	: 50,000,000 new Shares (subject to the Over-allotment Option)
Number of International Placing Shares	: 45,000,000 new Shares (subject to adjustment and the Over-allotment Option)
Number of Public Offer Shares	: 5,000,000 new Shares (subject to adjustment)
Offer Price	: Not more than HK\$2.13 per Share and expected to be not less than HK\$1.51 per Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 each
Stock code	: 1255

Sole Sponsor



Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager



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 section 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. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

Please refer to the section headed "Risk Factors" in this prospectus for a discussion of certain risks that you should consider in connection with an investment in the Shares.

The Offer Price is expected to be fixed by agreement among the Sole Global Coordinator (on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 5 July 2013 and, in any event, not later than 12:00 noon on Monday, 8 July 2013. The Offer Price will be not more than HK\$2.13 per Share and is currently expected to be not less than HK\$1.51 per Share unless otherwise announced.

The Sole Global Coordinator (on behalf of the Underwriters) may with the consent of our Company reduce the number of Offer Shares being offered under the Global Offering and/or indicative Offer Price range below that stated in this prospectus (which is HK\$1.51 per Share to HK\$2.13 per Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in The Standard (in English) and Sing Tao Daily (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Public Offer.

If, for any reason, the Offer Price is not agreed among our Company and the Sole Global Coordinator (on behalf of the Underwriters), the Global Offering will not proceed.

The obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Public Offer Shares, are subject to termination by the Sole Global Coordinator (on behalf of the Public Offer Underwriters) if certain circumstances arise prior to 8:00 a.m. on the Listing Date. Such circumstances are set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — The Public Offer — Grounds for Termination" in this prospectus. It is important that you carefully read that section for further details.

28 June 2013