
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

The following information is provided for guidance only. Prospective applicants for the Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable laws in the countries of their respective citizenship, residence and domicile.

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purposes of giving information to the public with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement in this prospectus misleading.

INFORMATION ABOUT THIS PROSPECTUS

The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by our Company, the Sole Sponsor, the Sole Global Coordinator, the Underwriters, any of our or their respective directors, agents, employees, advisers or any other party involved in the Global Offering.

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisors if they are in any doubt as to the tax implications of subscription for, purchasing, holding, disposing of and dealing in our Shares. It is emphasised that none of our Group, the Sole Sponsor, the Sole Global Coordinator, the Underwriters, any of our or their respective directors, agents or advisors or any other person involved in the Global Offering accepts responsibility for the tax effects or liabilities resulting from your subscription for, purchase, holding, disposal of, or, dealing in our Shares.

ROUNDING

In this prospectus, where information is presented in thousands or millions, amounts of less than one thousand or one million, as the case may be, have been rounded to the nearest hundred or hundred thousand, respectively, unless otherwise indicated or the context requires otherwise. Amounts presented as percentages have been rounded to the

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nearest tenth of a percent, unless otherwise indicated or the context requires otherwise. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

INFORMATION ABOUT THE GLOBAL OFFERING

Issuer	S. Culture International Holdings Limited.
Number of Offer Shares under the Global Offering	Global Offering of initially 50,000,000 new Shares (excluding the Shares to be offered pursuant to the exercise of the Over-allotment Option) comprising (i) Public Offer of initially 5,000,000 new Shares (subject to adjustment) and (ii) International Placing of initially 45,000,000 new Shares (subject to adjustment and excluding the Shares to be offered pursuant to the exercise of the Over-allotment Option).
Employee Preferential Offering	Approximately 10% of the number of Offer Shares initially available under the Public Offer.
Offer Price range	HK\$1.51 per Share to HK\$2.13 per Share.
Over-allotment Option	Up to 7,500,000 additional new Shares to be offered by our Company.
Lock-up undertakings by our Controlling Shareholders	Please refer to the section headed “Underwriting — Underwriting Arrangements and Expenses — Undertakings” in this prospectus.
Dividend policy	Subject to certain limitations, we currently intend to pay dividends of approximately 20% to 60% of our profits available for distribution. There can be no assurance that in any given year a dividend will be proposed or declared. Please refer to the section headed “Financial Information — Dividends and Dividend Policy” in this prospectus.
Voting rights	Each Share entitles its holder to one vote at our Shareholders’ meeting. Please refer to Appendix IV to this prospectus.

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Stamp duty	<p>Dealings in the Shares registered in our Hong Kong branch register will be subject to Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the Shares.</p>
Application for the Listing on the Stock Exchange	<p>We have applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any new Shares to be issued pursuant to the exercise of the Over-allotment Option), the Capitalisation Issue and the Share Option Scheme. No part of our share or loan capital of our Company is listed on or dealt in on any other stock exchange nor is there at present any proposal to do so.</p> <p>Under section 44B(1) of the Companies Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Offer Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to us by the Stock Exchange.</p>
Restrictions on offers and sale of the Offer Shares	<p>No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstance in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.</p> <p>The Offer Shares are offered to the public in Hong Kong for subscription or acquisition solely on the basis of the information contained and the representations made in this prospectus and the related Application Forms. No person is authorised in connection with the Global Offering to give any information or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by our Company, the Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager, the Underwriters, the Sole Sponsor, any of their respective directors or any other parties involved in the Global Offering.</p>

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Each person acquiring the Offer Shares will be required to, or be deemed by his/her/its acquisition of Offer Shares, to confirm that he/she/it is aware of the restrictions on offers of the Offer Shares described in this prospectus and that he/she/it is not acquiring, and has not been offered any Offer Shares in circumstances that contravene any such restrictions.

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with the Shares should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as at any date subsequent to the date of this prospectus.

Prospective applicants of the Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants of the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

Fully underwritten

The Global Offering comprises the International Placing and the Public Offer. Please refer to the section headed “Structure and Conditions of the Global Offering” in this prospectus. This prospectus is published in connection with the Global Offering and, together with the related Application Forms, set out the terms and conditions of the Global Offering.

The Global Offering is sponsored by the Sole Sponsor, and the Public Offer is fully underwritten by the Public Offer Underwriters and the International Placing is expected to be fully underwritten by the International Placing Underwriters. The Global Offering is subject to our Company and the Sole Global Coordinator (on behalf of the Underwriters) agreeing on the Offer Price. Please refer to the section headed “Underwriting” in this prospectus.

Price Determination
Date

On or around Friday, 5 July 2013, in any event not later than 12:00 noon on Monday, 8 July 2013. If, for any reason, the Offer Price is not agreed between our Company and the Sole Global Coordinator (on behalf of the Underwriters) on the Price Determination Date, the Global Offering will not become unconditional and will lapse.

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Eligibility for CCASS	<p>Subject to the granting of the listing of, and permission to deal in, our Shares on the Stock Exchange and compliance of the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.</p> <p>Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day (as defined in the Listing Rules) after any trading day. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.</p> <p>All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.</p>
Register of members	<p>Our Company's principal register of member will be maintained by the Cayman Share Registrar and our Company's Hong Kong branch register of members will be maintained by the Hong Kong Share Registrar. All Shares offered under the Global Offering will be registered in our Company's Hong Kong branch register of members.</p>
Procedures for application for the Public Offer Shares	<p>Please refer to the section headed "How to Apply for Public Offer Shares and Employee Reserved Shares" in this prospectus.</p>
Conditions of the Global Offering	<p>Please refer to the section headed "Structure and Conditions of the Global Offering" in this prospectus.</p>