
IMPORTANT

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



China Golden Phoenix International (Holdings) Limited

中國金鳳凰國際(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	:	280,000,000 Shares (subject to re-allocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	28,000,000 Shares (subject to re-allocation)
Number of International Placing Shares	:	252,000,000 Shares comprising 222,000,000 New Shares and 30,000,000 Sale Shares (subject to re-allocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$3.00 per Offer Share (payable in full on application in Hong Kong dollars subject to refund on final pricing) plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal value	:	HK\$0.1 per Share
Stock code	:	1337

Sole Sponsor



Sole Global Coordinator, Bookrunner and 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 entitled "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VII of this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission 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 by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, 11 July 2013, but in any event no later than Friday, 12 July 2013. The Offer Price will be not more than HK\$3.00 per Offer Share and is currently expected to be not less than HK\$1.00 per Offer Share unless otherwise announced. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum indicative Offer Price of HK\$3.00 per Offer Share, unless otherwise announced, together with brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$3.00. The Sole Global Coordinator (for itself and on behalf of the Underwriters) may, with the consent of our Company (for itself and on behalf of the Selling Shareholder), reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, our Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offer on 4 July 2013, cause to be published in The Standard (in English) and the Hong Kong Economic Journal (in Chinese) notices of the reduction in the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range. Such notices will also be available at our Company's website at www.jfh.hk and the website of the Stock Exchange at www.hkexnews.hk. Further details are set out in the sections entitled "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus. If, for any reason, the Offer Price is not agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling Shareholder) on or before Friday, 12 July 2013, the Global Offering will not proceed and will lapse.

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

Pursuant to the termination provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Sole Global Coordinator (for itself and on behalf of the Underwriters) has the right in certain circumstances, in its sole discretion, to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be Wednesday, 17 July 2013). Further details of the terms of the termination provisions are set out in the paragraph entitled "Grounds for termination" under the section entitled "Underwriting" in this prospectus. 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 U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. State securities laws.