

**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 purpose 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 matters the omission of which would make any statement in this prospectus misleading.

**UNDERWRITING**

This prospectus is published solely in connection with the Public Offer and the Preferential Offer. For applicants under the Public Offer and for Qualifying Vantage Shareholders under the Preferential Offer, this prospectus and the relevant Application Forms contain the terms and conditions of the Public Offer and the Preferential Offer.

The Share Offer comprises the Public Offer and the Placing and the Listing is sponsored by the Sole Sponsor which is also the Bookrunner and Lead Manager of the Share Offer. All the Public Offer Shares will be fully underwritten by the Public Offer Underwriters pursuant to the Public Offer Underwriting Agreement and all the Placing Shares are expected to be fully underwritten by the Placing Underwriters pursuant to the Placing Agreement each being subject to the Lead Manager and our Company agreeing the Offer Price. For further information about the Underwriters and the underwriting arrangements, please refer to the section headed "Underwriting" in this prospectus.

**DETERMINATION OF THE OFFER PRICE**

The Offer Shares are being offered at the Offer Price which is expected to be determined by Mizuho (on behalf of the Underwriters) and our Company on or around 3 December 2013, or such later date as may be agreed between Mizuho (on behalf of the Underwriters) and our Company but in any event no later than 10 December 2013.

If, for any reason, Mizuho (on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price on or before the Price Determination Date, the Share Offer will not become unconditional and will lapse.

**PROCEDURES FOR APPLICATION FOR THE PUBLIC OFFER SHARES AND RESERVED SHARES**

The application procedures for the Public Offer Shares and the Reserved Shares are set out in the section headed "How to apply for Public Offer Shares and Reserved Shares" in this prospectus and on the relevant Application Forms.

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## INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

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### SELLING RESTRICTIONS

Each person acquiring the Public Offer Shares will be required to confirm, or by his acquisition of the Public Offer Shares be deemed to confirm, that he is aware of the restrictions on offers and sales of the Offer Shares described in this prospectus.

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 and/or the relevant application forms 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 circumstances 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. The distribution of this prospectus and the offering and sales of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been publicly offered or sold, and will not be offered or sold, directly or indirectly, in the PRC or the United States.

### INFORMATION ABOUT THE SHARE OFFER

The Public Offer Shares are offered to the public in Hong Kong for subscription 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 Share Offer to give any information or to make any representation not contained in this prospectus, and any information or representation not contained in this prospectus must not be relied upon as having been authorised by our Company, the Lead Manager, the Bookrunner, the Sole Sponsor, the Underwriters, any of their respective directors, agents or advisers or any other person involved in the Share Offer.

Prospective applicants for 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 for 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.

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### **APPLICATION FOR LISTING ON THE STOCK EXCHANGE**

We have applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue, Shares to be issued pursuant to the Share Offer (including any shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option) and the Capitalisation Issue on the Main Board.

Save as disclosed herein, no part of the Shares or loan capital of our Company is listed or dealt in on the Main Board or on any other stock exchange and at present, no such listing or permission to deal is being or is proposed to be sought on the Main Board or any other stock exchange in the near future.

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 our Company by the Stock Exchange.

### **SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the granting of listing of, and permission to deal in, our Shares on the Stock Exchange and our Company's compliance with 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.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for our Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Potential investors in the Share Offer 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, or exercise of any rights in relation to, our Offer Shares. It is emphasised that none of our Group, the Sole Sponsor, the Bookrunner, the Lead Manager, the Underwriters, any of our or their respective directors, agents or advisors or any other person involved in the Share Offer accepts responsibility for the tax effects on or liabilities of any holder of Shares resulting from your subscription for, purchase, holding, disposal of, or, dealing in, or the exercise of any rights in relation to, our Offer Shares.

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### STRUCTURE OF THE SHARE OFFER

Details of the structure of the Share Offer, including its conditions, are set out in the section headed “Structure and Conditions of the Share Offer” in this prospectus.

### HONG KONG SHARE REGISTER AND STAMP DUTY

All Shares issued pursuant to applications made in the Share Offer will be registered on our Company’s share register of members to be maintained in Hong Kong. Our principal register of members will be maintained by our Company’s principal share registrar in the Cayman Islands.

Dealings in our Shares registered in the share register of our Company in Hong Kong will be subject to Hong Kong stamp duty.

Unless determined otherwise by our Company, dividends payable in Hong Kong dollars in respect of Shares will be paid to our Shareholders listed on the Hong Kong share register of our Company, by ordinary post, at the Shareholders’ risk, to the registered address of each Shareholder.

### OFFER SIZE ADJUSTMENT OPTION

It is expected that our Company will grant the Offer Size Adjustment Option, exercisable by the Lead Manager on behalf of the Placing Underwriters at any time before 6:00 p.m. on the business day immediately before the date of the announcement of the results of applications and the basis of allocation of the Public Offer Shares, to require our Company to allot and issue up to an aggregate of 7,500,000 additional Shares, representing 15% of the Offer Shares initially being offered under the Share Offer, on the same terms as those applicable to the Share Offer. The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Futures (Price Stabilising) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Offer Size Adjustment Option is exercised, the Lead Manager in their absolute discretion may decide to whom and proportions in which the additional Shares will be allotted. If the Offer Size Adjustment Option is exercised in full, the additional 7,500,000 Shares and the Offer Shares will represent approximately 3.61% of our Company’s enlarged share capital immediately after completion of the Share Offer and the exercise of the Offer Size Adjustment Option.

Our Company will disclose in the announcement of the results of the applications and the basis of allocation of the Public Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised. In the event that the Offer Size Adjustment Option has not been exercised by the Lead Manager, our Company will confirm in such announcement that the Offer Size Adjustment Option has lapsed and cannot be exercised at any future date.

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**COMMENCEMENT OF DEALINGS IN THE SHARES**

Dealings in the Shares on the Stock Exchange are expected to commence on 11 December 2013. Shares will be traded in board lots of 2,000 Shares each.

**ROUNDING**

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.