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## SUMMARY

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*This summary aims to give you an overview of the information contained in this prospectus. Since it is a summary, it does not contain all the information that may be important to you. You should read the prospectus in its entirety before you decide to invest in the Offer Shares.*

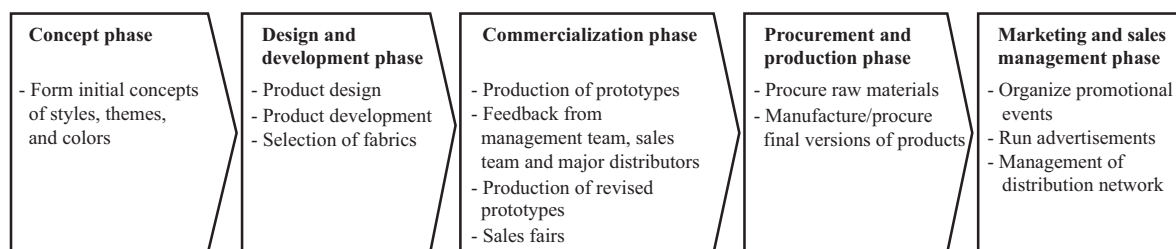
*There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed “Risk Factors” of this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.*

### OVERVIEW

#### Our Business

We are a leading mid-to-high end children’s apparel brand in China. Our “redkids” brand is ranked second among mid-to-high end children’s apparel brands in China based on retail revenue for the year ended December 31, 2012, according to Frost & Sullivan. We accounted for 4.3% of the mid-to-high end children’s apparel market in China and 1.2% of the total children’s apparel market in China, both in terms of retail revenue for the year ended December 31, 2012, according to Frost & Sullivan. We believe that our success in building our “redkids” brand is attributable to our ability to produce high-quality, functional and comfortable products that reflect the latest market trends.

The following diagram illustrates our business model:



#### OUR COMPETITIVE STRENGTHS

We believe that our success and potential for future growth are attributable to the following competitive strengths:

- We are a leading mid-to-high end children’s apparel brand in China and well-positioned to capture opportunities in China’s fast-growing children’s apparel market
- We have an established distribution network with strategic geographical coverage
- Our diversified sales platform enables us to serve a broad customer base and to meet growing and different customer demands
- Our strong capabilities in design and product development enable us to respond to changing market trends in a timely manner
- We have a stable and experienced management team with a proven track record

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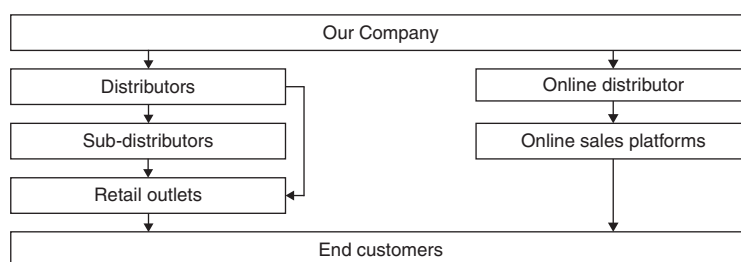
### OUR BUSINESS STRATEGIES

We intend to further strengthen our position as a leading designer, manufacturer and retailer of mid-to-high end children's apparel in China. We plan to achieve our goals by pursuing the following principal strategies:

- Establish self-operated retail outlets and continue to expand our distribution network
- Further promote our “redkids” brand and enhance our marketing and promotional strategies
- Continue to develop online sales
- Implement management information systems to manage our operations more effectively
- Further strengthen our design and research and development capabilities
- Continue to expand our product offerings and pursue strategic alliances and acquisitions

### OUR SALES AND DISTRIBUTION

The following chart illustrates our current distribution model:



We sell substantially all of our products to distributors on a wholesale basis, who in turn sell our products to end customers through retail outlets owned by them or their sub-distributors or through online sales platforms. We recognize revenue upon delivery of our products to our distributors. We discuss with distributors and agree on their annual purchase target based on their sales capabilities and the geographical areas granted to them. We hold sales fairs twice a year to showcase our product collections for the upcoming season and our distributors place orders at these sales fairs. Our distributors do not have the right to return our products except in the case of product defects. Although our agreements with distributors generally require them to pay in full for our products upon delivery, we grant credit periods on a case-by-case basis, usually in instances when we believe that the extension of liquidity to our distributors would support them in developing their business with us. We grant credit periods of up to 90 days to our distributors with good credit history and we generally do not allow credit periods over 90 days.

We maintain effective management control over our distributors. We set operating guidelines for our distributors and provide regular training, guidance and support to them. We require our distributors to obtain our prior approval before they open any new retail outlets. We are closely involved in the design and decoration of each retail outlet to ensure that the layout and appearance reflect our brand culture and conform to our guidelines. We do not allow retail outlets under our brand to sell products that directly compete with our own products and we have a system of monitoring and preventing violations. Our distributors are given exclusivity over the region in which it operates.

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Our distributors and their sub-distributors have established a wide network of retail outlets in the PRC for our products. As of December 31, 2010, 2011 and 2012 and June 30, 2013, we had 26, 27, 24 and 24 distributors who, together with their sub-distributors, operated a total of 476, 560, 594 and 582 retail outlets, respectively. As of June 30, 2013, our retail network covered 24 provinces and municipalities in the PRC. During the Track Record Period, we strategically prioritized establishing retail outlets under our brand in third- and fourth-tier cities which, according to the Frost & Sullivan Report, experienced and will continue to experience rapid growth in the market size of children's apparel and which have relatively less competition from international and top-end Chinese children's apparel brands.

### INVENTORY CONTROL

We closely monitor inventories of our distributors, including inventory levels, inventory age and inventory composition. We conduct monthly visits of retail outlets operated by our major distributors, including our top ten distributors measured by sales revenue during the Track Record Period, and their sub-distributors and we require our distributors to submit monthly inventory reports. Sales to our top ten distributors accounted for 58.0%, 55.3%, 57.8% and 62.8% of our turnover for the years ended December 31, 2010, 2011 and 2012 and for the six months ended June 30, 2013, respectively. For our other distributors and the sub-distributors engaged by them, we conduct the same procedures on a quarterly basis and we require the distributors to submit quarterly inventory reports. The retail outlets we visit are selected randomly as we believe random sampling would eliminate sampling bias and thus enhance the accuracy of the sales and inventory data collected. We also conduct spot checks and physical stock counts on the inventory level of our distributors. In addition, we regularly communicate with the management of department stores on the sales performance of department store concessions under our "redkids" brand to confirm the accuracy of our sales data for such distributors.

### ONLINE SALES BUSINESS

We sell a portion of our products to a designated online distributor, Red Kids E-commerce, which purchases products from us on a wholesale basis before selling them to end customers through online sales platforms such as Taobao, VIPShop, and V+. Under our distribution agreement with Red Kids E-commerce, we recognize revenue when our products are delivered to Red Kids E-commerce. Through collaboration with our designated online distributor and owners of online sales platforms, our online customer base expanded rapidly and sales to our online distributor increased significantly during the Track Record Period. Our sales to Red Kids E-commerce increased significantly from RMB0.8 million for the year ended December 31, 2010 to RMB29.8 million for the year ended December 31, 2011 and further to RMB87.8 million for the year ended December 31, 2012, and our sales to Red Kids E-commerce increased from RMB24.5 million for the six months ended June 30, 2012 to RMB37.1 million for the six months ended June 30, 2013. For the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013, our sales to Red Kids E-commerce represented 0.2%, 7.6%, 16.9% and 14.7% of our turnover for the respective period. Mr. Ding Peiyuan, one of our executive directors, and his wife, Ms. She Xuefen, had owned 60% and 40% of Red Kids E-commerce, respectively, prior to July 25, 2012. Since July 25, 2012 and up to the Latest Practicable Date Red, Kids E-commerce had been owned by Independent Third Parties.

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### **ESTABLISHMENT OF SELF-OPERATED RETAIL OUTLETS**

We plan to establish self-operated retail outlets in prime locations of selected regions which we believe have high sales growth potential and to gradually increase the proportion of our self-operated retail outlets. We intend to use our self-operated retail outlets as model stores to enhance our brand recognition, demonstrate our standards for store appearance and provide guidance to our distributors in brand promotion and retail management. We currently expect to establish no more than 50 self-operated retail outlets by the end of 2014. We believe it is appropriate to pursue the strategy of establishing self-operated retail outlets because (i) we have had years of experience in building our sales and distributor network in the PRC; (ii) we would have a more comprehensive retail coverage with the establishment of self-operated retail outlets; (iii) we expect our overall gross profit margin to improve through the establishment of our self-operated retail outlets; and (iv) as a brand management company, it is essential that we understand the latest changes in market preferences and collect first-hand feedback from end customers through our self-operated retail outlets in order to continue to improve our product designs and further enhance our marketing plans.

### **PRICING OF OUR PRODUCTS**

We review our retail pricing strategy regularly and make adjustments based on the following factors: (i) production costs and procurement costs of our products; (ii) historical sales data of our products; (iii) the characteristics of our products; (iv) the expected profit margin of each individual product; (v) the prices of our competitors' products; and (vi) the degree of saturation of the current market, anticipated market trends and expected changes of demand from end customers.

The retail price range is typically determined by our headquarters. All of our distributors are required to strictly follow our standardized nationwide retail pricing and discount policy pursuant to the terms of the distribution agreements entered into by us and our distributors. Our products are sold to our distributors at an annual pre-determined discount to suggested retail prices.

### **OUR DESIGN, RESEARCH AND DEVELOPMENT**

We have strong capabilities in design and product development, which enable us to quickly respond to market developments and changing consumer preferences. As of June 30, 2013, our design and research and development team comprised of 20 designers located in our Shanghai design center. Our designers gather information on latest market trends and consumer preferences through various sources, including market research, international fashion shows as well as discussions with our major distributors and our OEMs. In addition, we involve our major distributors in our product design and development process to take advantage of their knowledge of market trends and consumer preferences, which helps ensure that our products cater to the latest consumer trends and preferences in children's apparel and accessories. We introduced 328, 385 and 552 SKUs, respectively, for the three years ended December 31, 2010, 2011 and 2012 and 223 and 368 SKUs, respectively, for the six months ended June 30, 2012 and 2013. We believe our product design and research and development team has a proven track record and possesses the requisite expertise and experience to identify and respond to children's apparel trends in China.

Our design and research and development team also coordinates closely with our raw material suppliers, production team and OEMs during our design and production process.

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Commencing at the initial stages of our product design process, we seek feedback on the production viability of our products from our raw material suppliers, production team and OEMs. As a result, we believe that we have been able to transform product concepts into commercially viable products efficiently and effectively.

### **PRODUCTION, OUTSOURCING AND PROCUREMENT**

During the Track Record Period, we manufactured a portion of our products at our production facilities in Quanzhou, Fujian Province and outsourced the remaining products to OEMs. For the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013, the proportion of our products that were manufactured by our OEMs continued to increase, accounting for approximately 14.6%, 40.2%, 50.1% and 68.1% of our total cost of sales, respectively. Our purchases from OEMs increased significantly during the Track Record Period because we made the strategic decision to focus our resources and management's attention on aspects other than manufacturing that we believe contribute more value to our business, such as brand management and sales and marketing. As a result, we did not expand our production capacity as our sales volume increased; instead, we increased the proportion of outsourced production. All of our OEMs are Independent Third Parties. We have adopted quality control measures to ensure the quality of our products.

In the future, we intend to continue to increase the proportion of outsourced production to OEMs. We plan to utilize our production know-how accumulated through our years of experience as an OEM service provider to international apparel brands to identify and collaborate with qualified OEMs and raw material suppliers. In addition, through the hiring of individuals who are knowledgeable about the development and production process of particular categories of children's apparel, we seek to identify quality OEMs and raw material suppliers in different regions that are cost-effective and with whom we could collaborate on the research and development of particular categories of children's apparel.

### **OUR OEM BUSINESS**

We manufacture apparel for domestic and international brands on an OEM basis at our production facility in Quanzhou, Fujian province. Our turnover from our OEM services accounted for 4.3%, 2.4%, 0.5% and 0.3%, respectively, of our total turnover for the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013. Our turnover derived from OEM services decreased over the Track Record Period as we continued to shift our focus to the development and sale of products under our own "redkids" brand.

### **QUALITY CONTROL INCIDENT**

A batch of 9,740 pairs of our deep-blue children's jeans (Product Number: RQF115284) ("Product One"), which was produced by one of our OEMs, had aromatic amine levels that exceeded the aromatic amine safety threshold under National General Safety Technical Code for Textile Products (GB18401-2010). China Central Television ("CCTV") broadcasted this incident on May 30, 2013. The Beijing Consumer Association, or BCA, published on its official website that our products contained aromatic amine exceeding relevant national standards on May 31, 2013. Our Directors are of the view that the broadcast on CCTV and publication on BCA did not cause adverse effect on our business or product reputation as there has been no interruption in our business operations since the publication of this incident and our sales continued to grow for the four months ended October 31, 2013. Please see "Business — Quality Control — Quality Control Incidents — First Quality Control Incident" for more details regarding this quality control incident.

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### RISK FACTORS

There are certain risks involved in our operations, some of which are beyond our control. These risks can be broadly categorized into: (i) risks relating to our business and our industry; (ii) risks relating to conducting business in China; and (iii) risks relating to the Global Offering and our Shares. These risk factors are further described in the section entitled “Risk Factors” of this prospectus.

Set forth below are some of the major risks that may materially and adversely affect us:

- Failure to successfully maintain or enhance our brand recognition may adversely affect our business, financial condition, results of operations and prospects.
- We rely on third-party distributors and their sub-distributors to sell substantially all of our products to end consumers; however, we have limited control over these distributors and sub-distributors.
- If we fail to anticipate and respond in a timely manner to changes in consumer preferences and end customer demand in the children’s product market in the PRC, our sales may decline and our business, financial condition, results of operations and prospects may be materially and adversely affected.
- Termination of or failure to renew distribution agreements by our distributors and significant decrease in purchase from our distributors could have a material and adverse effect on our business, financial condition, results of operations and prospects.
- Our limited experience operating self-operated retail outlets and our failure to effectively handle the risks associated with operating our self-operated retail outlets may materially and adversely affect our business, financial condition, results of operations and prospects.
- We may not be able to accurately track the sales and inventory levels of our distributors and their sub-distributors.

### SHAREHOLDER INFORMATION

Immediately after completion of the Capitalization Issue and the Global Offering, Think Wise and Mr. Ding will together control the exercise of voting rights of more than 30% of the Shares eligible to vote in the general meeting of our Company (without taking into account any Shares to be issued upon exercise of the Over-allotment Option, options granted under the Pre-IPO Share Option Scheme or options which may be granted under the Share Option Scheme). For further details, please refer to the section headed “Relationship with Controlling Shareholders” in this prospectus.

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### SUMMARY HISTORICAL FINANCIAL INFORMATION

#### Consolidated Statements of Comprehensive Income

The table below sets forth our summary consolidated statements of comprehensive income for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2010	2011	2012	2012	2013
	RMB'000			RMB'000	
<b>Turnover</b> .....	326,974	392,369	519,987	176,548	253,185
Cost of sales .....	(195,554)	(248,460)	(324,173)	(113,090)	(158,546)
<b>Gross profit</b> .....	131,420	143,909	195,814	63,458	94,639
Other revenue .....	155	619	218	154	230
Other net (loss)/income .....	(66)	(98)	1	3	(781)
Selling and distribution expenses .....	(33,808)	(43,053)	(49,542)	(19,103)	(22,509)
Administrative and other operating expenses .....	(9,007)	(11,316)	(13,233)	(5,621)	(12,262)
<b>Profit from operations</b> .....	88,694	90,061	133,258	38,891	59,317
Finance costs .....	(1,877)	(2,179)	(2,477)	(1,094)	(1,582)
<b>Profit before taxation</b> .....	86,817	87,882	130,781	37,797	57,735
Income tax .....	(10,872)	(10,559)	(15,343)	(4,042)	(15,507)
<b>Profit for the year/period</b> .....	75,945	77,323	115,438	33,755	42,228
<b>Other comprehensive income for the year/period</b> ...					
Exchange differences on translation of financial information of operations outside China .....	1,305	2,795	(7)	(313)	2,258
<b>Total comprehensive income for the year/period</b> ....	<u>77,250</u>	<u>80,118</u>	<u>115,431</u>	<u>33,442</u>	<u>44,486</u>

Our turnover increased by RMB127.6 million, or 32.5%, from RMB392.4 million for the year ended December 31, 2011 to RMB520.0 million for the year ended December 31, 2012, primarily as a result of the increase in the average wholesale selling price of our products from RMB51.3 to RMB58.3 and the increase from 7.6 million to 8.9 million in the volume of products we sold to our distributors. Our average wholesale selling price increased from 2011 to 2012 primarily as a result of our enhanced brand recognition and market acceptance of our products. Our sales volume increased primarily as a result of (i) the significant increase in our sales to our online distributor, Red Kids E-commerce, (ii) the increase in the total number of retail outlets from 560 as of December 31, 2011 to 594 as of December 31, 2012, and (iii) we moved delivery date of 2013 spring/summer collection from early 2013 to December 2012. Sales to Red Kids E-commerce increased by 194.6% from RMB29.8 million for 2011 to RMB87.8 million for 2012 because (i) there was a further shift in 2012 in consumer habit towards online shopping; (ii) we devoted significant resources to developing online sales of our products, including designing products specifically targeting the younger parents who comprised a large portion of online customers and promoting our products on various online sales platforms; and (iii) our online distributor participated in a few major national online shopping events in 2012, such as the “November 11” and “December 12” national online sales days. Our turnover increased by RMB76.7 million, or 43.5%, from RMB176.5 million for the six months ended June 30, 2012 to RMB253.2 million for the six months ended June 30, 2013, primarily as a result of the increase in average wholesale selling price of our products from RMB40.7 to RMB45.2 and the increase from 4.3 million to 5.6 million in the volume of products we sold to our distributors. Our average wholesale selling price and sales volume increased for the six months ended June 30, 2013 when

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compared to the same period in 2012 primarily as a result of enhanced recognition of our brand and market acceptance of our products.

In the course of the Corporate Reorganization, Think Wise, one of our Controlling Shareholders, transferred 60 Shares to SHKSF on June 17, 2013 in settlement of the service fees payable to it during the period between July 2011 and February 2013 for the provision of corporate advisory and financial consultancy services to the Group and Mr. Ding, the beneficial owner of Think Wise. Pursuant to a valuation report provided by an independent valuer prepared with reference to IAS39 Financial Instruments: Recognition and Measurement, the fair value of the 60 Shares in our Company, representing approximately 0.6% of our total issued share capital at the relevant time, was approximately HK\$6.8 million, equivalent to approximately RMB5.4 million. The transfer of 60 Shares in our Company in substitution of the financial consultancy services fee of HK\$6.4 million was agreed between Mr. Ding and SHKSF by reference to, among other things, an agreed upon valuation of our Group when the parties reached consensus to use Shares to settle the financial consultancy services fee in January 2013, the opportunity cost of SHKSF for not receiving cash immediately and the illiquidity of our Shares prior to our successful Listing. Such Shares transferred to SHKSF constituted share-based payment. In respect of the financial consultancy services provided to Mr. Ding for his own benefit, the fair value of such services was determined based on 30 Shares of approximately RMB2.7 million and these costs were not reflected as a cost of the Group and not reflected in the profit or loss account and any reserve of our Company. In respect of the financial consultancy services provided to the Group in respect of the Listing, the fair value of such services was determined based on the remaining 30 Shares of approximately RMB2.7 million, out of which RMB1.9 million relating to the listing of the existing Shares were recognized as an expense in the six months ended June 30, 2013 and the remaining RMB0.8 million relating to the issue of new Shares upon the Listing would be debited against equity upon collection of proceeds from the Global Offering.

### *Early Delivery of 2013 Spring/Summer Collection*

We moved the delivery date of 2013 spring/summer collection from early 2013 to December 2012 due to industry-wide trends and also because of feedback we had received from our distributors in 2011 with regard to the extension of sales window of our spring/summer collection. We intend to continue this trend in the future. As a result of the early delivery of 2013 spring/summer collection, we estimated that our turnover, gross profit and net profit have increased by RMB45.6 million, RMB14.4 million and approximately RMB10.0 million for the year ended December 31, 2012, respectively. The estimated increase in our net profit as a result of early delivery of 2013 spring/summer collection was calculated based on our net profit margin for the year ended December 31, 2012 and is included for illustrative purposes only. As we only decided to move forward our delivery date for our 2013 spring/summer collection in 2012, the delivery of our 2011 and 2012 spring/summer collections were not moved forward. The delivery of our 2011 and 2012 spring/summer collections occurred in the first quarter of 2011 and 2012, respectively.



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### Consolidated Statements of Financial Position

The table below sets forth our summary consolidated statements of financial position as of December 31, 2010, 2011 and 2012 and June 30, 2013:

	As of December 31,			As of
	2010	2011	2012	June 30,
		RMB'000		2013
				RMB'000
Non-current assets . . . . .	54,044	48,929	46,915	96,698
Current assets . . . . .	218,895	232,292	323,948	442,355
Current liabilities . . . . .	232,244	160,408	134,619	256,889
Net current (liabilities)/assets . . . . .	(13,349)	71,884	189,329	185,466
Net assets . . . . .	40,695	120,813	236,244	282,164
Total equity . . . . .	<u>40,695</u>	<u>120,813</u>	<u>236,244</u>	<u>282,164</u>

### *Inventories*

Our inventories primarily consist of (i) finished goods manufactured by us or procured from our OEMs; (ii) work in progress products manufactured by us; and (iii) raw materials used in our production.

Our inventories increased by 15.9% from RMB70.6 million as of December 31, 2010 to RMB81.8 million as of December 31, 2011, primarily as a result of an increase in our raw materials and work in progress goods due to our increased production. Our inventories decreased to RMB27.9 million as of December 31, 2012, primarily because (i) our sales increased significantly in 2012 compared with 2011, in particular during the last quarter of 2012, (ii) we had less raw materials and work in progress in stock as we outsourced the production of a higher percentage of our products and (iii) we moved the delivery date of our 2013 spring/summer collection from early 2013 to December 2012 and, as a result, finished goods balance decreased as of December 31, 2012 compared with December 31, 2011. Our inventories increased by 11.8% from RMB27.9 million as of December 31, 2012 to RMB31.2 million as of June 30, 2013 primarily because of increases in our work in progress goods and finished goods, which were in line with the growth of our sales.

### *Trade receivables*

Our trade receivables primarily relate to receivables for goods sold to distributors. Our trade receivables increased significantly from RMB49.0 million as of December 31, 2010 to RMB115.6 million as of December 31, 2011, primarily as a result of the growth in our overall sales and the increase from 30 days to 90 days in the credit period we granted to customers. Our trade receivables further increased by 74.6% from RMB115.6 million as of December 31, 2011 to RMB201.8 million as of December 31, 2012 primarily because of the overall growth in our sales and significant sales increase in the last quarter of 2012 because (i) we moved delivery date of 2013 spring/summer collection from early 2013 to December 2012 and (ii) sales to our online distributor increased significantly in the last quarter due in part to certain major national online shopping events our online distributor participated in, such as the “November 11” and “December 12” national online sales days. Our trade receivables decreased by 21.9% from RMB201.8 million as of December 31, 2012 to RMB157.6 million as of June 30, 2013, primarily because (i) we moved the delivery date of our 2013 spring/summer collection from early 2013 to December 2012

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and (ii) our trade receivables as of June 30, 2013 primarily include sales of our spring/summer collection, which has a lower average wholesale selling price than our fall/winter collection.

### Consolidated cash flow statements

The table below sets forth our summary consolidated cash flow statements for the periods indicated:

	Year ended December 31,			Six months ended June 30,	
	2010	2011	2012	2012	2013
	RMB'000			RMB'000	
Net cash (used in)/generated from operating activities . . . . .	(8,359)	(2,318)	15,137	33,945	108,714
Net cash (used in)/generated from investing activities . . . . .	(2,395)	(298)	145	108	(51,520)
Net cash generated from/(used in) financing activities . . . . .	61,531	(49,586)	(10,392)	(15,511)	118,590
Net increase/(decrease) in cash and cash equivalents . . . . .	50,777	(52,202)	4,890	18,542	175,784
Cash and cash equivalents at January 1 . . . . .	3,693	55,210	4,004	4,004	8,894
Effect of foreign exchange rate changes . . . . .	740	996	—	(7)	1,746
Cash and cash equivalents at December 31/June 30 . . . . .	<u>55,210</u>	<u>4,004</u>	<u>8,894</u>	<u>22,539</u>	<u>186,424</u>

### FINANCIAL RATIOS

	Year ended/as of December 31,			Six months ended/ as of June 30,
	2010	2011	2012	2013
Gross profit margin <sup>(1)</sup> . . . . .	40.2%	36.7%	37.7%	37.4%
Net profit margin <sup>(2)</sup> . . . . .	23.2%	19.7%	22.2%	16.7%
Current ratio <sup>(3)</sup> . . . . .	0.9	1.4	2.4	1.7
Quick ratio <sup>(4)</sup> . . . . .	0.6	0.9	2.2	1.6
Return on assets <sup>(5)</sup> . . . . .	27.8%	27.5%	31.1%	15.7%
Return on equity <sup>(6)</sup> . . . . .	186.6%	64.0%	48.9%	29.9%
Interest coverage ratio <sup>(7)</sup> . . . . .	47.3	41.3	53.8	37.5
Net debt to equity <sup>(8)</sup> . . . . .	net cash	15.2%	12.7%	net cash
Gearing ratio <sup>(9)</sup> . . . . .	104.4%	18.5%	16.4%	24.3%

*Notes:*

- (1) Gross profit margin equals our gross profit divided by turnover for the period.
- (2) Net profit margin equals our profit for the year/period divided by turnover for the period.
- (3) Current ratio equals our current assets divided by current liabilities as of the end of the period.
- (4) Quick ratio equals our current assets less inventories divided by current liabilities as of the end of the period.
- (5) Return on assets equals profit for the year/period divided by the total assets as of the end of the period. Return on assets for the six months ended June 30, 2013 is calculated on an annualized basis.
- (6) Return on equity equals profit for the year/period divided by total equity as of the end of the period. Return on equity for the six months ended June 30, 2013 is calculated on an annualized basis.
- (7) Interest coverage ratio equals profit before finance costs and income tax divided by finance costs of the same period.
- (8) Net debt to equity ratio equals net debt divided by total equity as of the end of the period. Net debt includes all bank loans less cash and cash equivalents.
- (9) Gearing ratio equals total bank loans divided by total equity as of the end of the period.

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### RECENT DEVELOPMENTS

The following is a summary of our selected unaudited financial information for the four months ended October 31, 2013, which was prepared on the same basis set out in the Accountants' Report in Appendix I to this prospectus. Our Directors confirm that there has been no material adverse change in our financial or trading position, including but not limited to purchase orders, sales volume and average selling price of products, or in our prospects since June 30, 2013, which was the last date of our latest financial results as set out in the Accountants' Report in Appendix I, up to the date of this prospectus.

Based on our unaudited financial information, our turnover increased by 16.3% to RMB256.8 million for the four months ended October 31, 2013 compared to RMB220.8 million for the four months ended October 31, 2012. Our gross profit margin for the four months ended October 31, 2013 was 39.9%. We introduced 170 SKUs in the four months ended October 31, 2013 as compared to 165 SKUs for the four months ended October 31, 2012.

We established one self-operated retail outlet in Quanzhou City, Fujian Province in August 2013. The opening of the self-operated retail outlet is part of our plan to expand our retail coverage through opening of self-operated retail outlets in prime locations of selected regions which we believe have high sales growth potential. We commenced to execute this expansion plan in early 2013 and secured the location of our first self-operated retail outlet in the third quarter of 2013. For the four months ended October 31, 2013, the turnover of our self-operated retail outlet was approximately RMB144,000.

According to the Decision of the Central Committee of the Communist Party of China on Several Major Issues Concerning Comprehensively Deepening Reforms in the Third Plenary Session of the 18<sup>th</sup> Central Committee of the Chinese Communist Party on November 12, 2013, the PRC government will allow married couples to have a second child if either parent is an only child. We believe that this new policy may lead to further increase of new-borns in China and support the expansion and the development of the PRC children's apparel industry. Previously, only parents that are both the only child of their respective families were permitted to have a second child.

### LISTING EXPENSES

Our estimated total listing expenses amount to approximately RMB35.1 million. In accordance with IAS32, transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would not have been incurred. Listing expenses that are wholly directly attributable to the issue of Shares in the Global Offering, including underwriting commission of approximately RMB7.5 million, would be accounted for as a deduction from equity when the Global Offering is completed. The remaining costs of RMB27.6 million include mainly the fees of Joint Sponsors, legal advisers and reporting accountants and are considered to be related to the listing of Shares in issue as of the Latest Practicable Date and Shares to be issued under the Capitalization Issue and Global Offering. Accordingly, such costs are allocated by reference to the number of Shares to be issued in the Global Offering over the total number of Shares to be listed, and are charged to share premium and profit or loss respectively. Our Directors consider that the above accounting treatment is in line with IAS32. Based on an Offer Price of HK\$1.96 per Offer Share, representing the mid-point of the indicative Offer Price range, the table below sets forth the allocation of

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## SUMMARY

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listing expenses between the amounts recognized or to be recognized as expenses in the statements of comprehensive income and as prepayment in the statements of financial position:

	During the Track Record Period	For four months ended October 31, 2013	Until the completion of the Global Offering	Total amounts
	RMB in million	RMB in million	RMB in million	RMB in million
Listing expenses recognized or to be recognized as expenses in the statements of comprehensive income . . . . .	3.4 <sup>(1)</sup>	3.6	15.1	22.1
Listing expenses recognized or to be recognized as prepayment, which would be offset against share premium upon Listing . . .	1.7	0.9	10.4	13.0
<b>Total</b> . . . . .	<b>5.1</b>	<b>4.5</b>	<b>25.5</b>	<b>35.1</b>

Note:

(1) Listing expenses of RMB3.4 million recognized in the statements of comprehensive income during the Track Record Period were reflected in professional expenses and listing expenses under our administrative and other operating expenses.

The listing expenses set forth above are current estimates for reference only, and the final amount to be recognized to the consolidated statement of comprehensive income of our Group or to be capitalized is subject to adjustment based on audit and the then changes in variables and assumptions. We do not expect these expenses to have a material impact on our business and results of operations for the year ending December 31, 2013.

### NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the Latest Practicable Date, there has been no material adverse change in our financial or trading position since June 30, 2013 and no event has occurred since June 30, 2013 that would materially and adversely affect the information shown in the Accountants' Report set forth in Appendix I.

### DIVIDEND POLICY

During the Track Record Period, we did not declare or pay any dividends. The payment and the amount of any dividends, if paid, will depend on the results of operations, cash flows, financial condition, statutory and regulatory restrictions on the payment of dividends by us, future prospects and other factors that we may consider relevant. Holders of the Shares will be entitled to receive such dividends pro rata to the amounts paid up or credited as paid up on the Shares. The declaration, payment and amount of dividends will be subject to our discretion.

Dividends may be paid only out of our distributable profits as permitted under the relevant laws. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operations. There can be no assurance that we will be able to declare or distribute any dividend in the amount set out in any plan of the Board or at all. The dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by us in the future.

### PROFIT FORECAST

We believe that on the basis and assumptions set forth in Appendix III of this prospectus, and in the absence of unforeseen circumstances, our forecasted consolidated profit for the year

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## SUMMARY

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ending December 31, 2013 is expected to be not less than approximately RMB124.2 million (equivalent to HK\$157.4 million).

### OFFER STATISTICS

	Based on the lower end of indicative Offer Price range of HK\$1.60 per Share	Based on the higher end of the indicative Offer Price range of HK\$2.32 per Share
Market capitalization of our Shares <sup>(1)</sup> .....	HK\$1,280 million	HK\$1,856 million
Unaudited pro forma adjusted consolidated net tangible asset value per Share <sup>(2)</sup> .....	HK\$ 0.71	HK\$ 0.85

*Notes:*

- (1) All statistics in this table are based on the assumption that the Over-allotment Option is not exercised. The calculation of market capitalization is based on 800,000,000 Shares expected to be issued and outstanding following the completion of the Global Offering.*
- (2) The unaudited pro forma adjusted consolidated net tangible asset value per Share is calculated after making the adjustments referred to in Appendix II and based on 800,000,000 Shares expected to be issued and outstanding following the completion of the Global Offering.*

### PRE-IPO SHARE OPTION SCHEME

We have conditionally granted options to subscribe for an aggregate of 7,000,000 Shares (representing about 0.9% of the enlarged issued share capital of our Company immediately after completion of the Capitalization Issue and the Global Offering, assuming that the Over-allotment Option is not exercised) at an exercise price equal to 80% of the final Offer Price to 21 grantees by our Company under the Pre-IPO Share Option Scheme. Assuming all such options are exercised, our Shares outstanding upon the completion of the Capitalization Issue and the Global Offering would be diluted by approximately 0.9% and our earnings per Share would be diluted by approximately 2.5% and, as a result, our forecast earnings per Share for the year ending December 31, 2013 would be diluted from approximately HK\$0.2 to approximately HK\$0.195. The costs associated with the options granted under the Pre-IPO Share Option Scheme may adversely affect our financial position and results of operations in future years. For the year ending December 31, 2013, it is expected that a charge in relation to the options granted under the Pre-IPO Share Option Scheme in the amount of not more than RMB200,000 will be recognized as expenses in the consolidated statement of comprehensive income of the Company.

### USE OF PROCEEDS

We estimate that we will receive net proceeds of approximately HK\$269.3 million (equivalent to RMB212.5 million) from the Global Offering, assuming that the Over-allotment Option is not exercised, after deducting underwriting commissions and other estimated offering expenses payable by us and assuming the Offer Price of HK\$1.96 per Share, being the mid-point of the indicative Offer Price range set forth on the cover page of this prospectus. If the Over-allotment Option is exercised in full, we estimate that our additional net proceeds from the offering of these additional Shares will be approximately HK\$45.6 million, after deducting underwriting commissions and our estimated expenses, assuming an Offer Price of HK\$1.96 per Share.

We intend to use the proceeds from the Global Offering for the purposes and in the amounts set out below:

- approximately 32.1%, or HK\$86.4 million (equivalent to RMB68.1 million), is expected to be used primarily for establishing self-operated retail outlets. Currently, we expect to establish not more than three self-operated retail outlets in 2013 and not more than 50

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## SUMMARY

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self-operated retail outlets in total by the end of 2014. Our budgeted initial costs and working capital requirements for each of our self-operated retail outlets, including deposits, setup costs and inventory, are expected to be approximately RMB0.6 million to RMB1.0 million, respectively. Our budgeted total expenditure for establishing our self-operated retail outlets will be not more than RMB3.0 million and RMB40.0 million for 2013 and 2014, respectively. We expect to fund the establishment of our self-operated retail outlets through internal funds and proceeds from the Global Offering;

- approximately 37.6%, or HK\$101.2 million (equivalent to RMB80.0 million), is expected to be used to enhance our design and research and development capabilities in our new design center in Shanghai. Our budgeted capital expenditures are estimated to be approximately RMB57.1 million for setting up our design center, including approximately RMB3.0 million for fees relating to interior design, RMB24.6 million for decorations and leasehold improvements (which amounts to approximately RMB2,300 per sq.m. based on quotes we had received from an Independent Third Party), RMB16.1 million for air-conditioning and heating system (which amounts to approximately RMB1,500 per sq.m.) and RMB13.4 million for purchasing advanced 3-dimensional scanning and printing systems, 3-dimensional computer-aided design system, fabric cutting machines and large-scale ironing equipments. Our budgeted capital expenditures also include RMB8.9 million for recruiting at least 30 additional design and research and development staff. The remaining RMB14.0 million is expected to be used for expenses related to joint programs with established universities in the PRC and international corporations. Under our joint development programs with established universities in the PRC, we plan to provide 30 paid positions to students from the partner institutions and we plan to sponsor events held at such institutions. We expect to incur a total of RMB1.8 million per year for the paid positions and approximately RMB300,000 per year in expenses relating to sponsorship of events. We currently expect to hold the joint development programs for four years, and our total expenses relating to our joint development programs is expected to be approximately RMB8.4 million. In addition to our joint development programs, we expect to incur RMB1.2 million per year for three years on a cooperation program with an international fashion company on the establishment of a platform that collects and analyzes latest fashion trends and design concepts. We expect to incur a total of RMB3.6 million for the cooperation program. As of the Latest Practicable Date, we have not entered into definite agreements with the PRC universities for the joint development program or with the international fashion company for the cooperation program. We expect to incur RMB2.0 million in relation to establishing a statistics and demographic database on children in the PRC and for the training and continuing education of our design and research and development staff, which is intended to provide information regarding our brand history, operation, design concepts, product knowledge and latest market trends;
- approximately 20.3%, or HK\$54.7 million (equivalent to RMB43.2 million), is expected to be used for the establishment of an ERP system;
- approximately 5.0%, or HK\$13.5 million (equivalent to RMB10.6 million), is expected to be used for marketing and promotional activities; and
- the remaining approximately 5.0%, or HK\$13.5 million (equivalent to RMB10.6 million), is expected to be used to fund our working capital and general corporate purposes.

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## SUMMARY

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In the event that the Offer Price is fixed at the highest end of the proposed Offer Price range, the net proceeds from the Global Offering (excluding net proceeds from the sale of the Sale Shares and assuming that the Over-allotment Option is not exercised) to us will be approximately HK\$325.2 million (assuming an Offer Price of HK\$2.32 per Share). In the event that the Offer Price is fixed at the lowest end of the proposed Offer Price range, the net proceeds from the Global Offering (excluding net proceeds from the sale of the Sale Shares and assuming that the Over-allotment Option is not exercised) to us will be approximately HK\$213.5 million (assuming an Offer Price of HK\$1.60 per Share). We will adjust the allocation of the net proceeds for the aforementioned purposes on a pro-rata basis.