
SUMMARY

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

There may be greater risks associated with investment in companies listed on GEM than companies listed on the Main Board. Some of the particular risks in investing in the Placing Shares are set out in the section headed "Risk factors" in this prospectus. You should read that section carefully before you decide to invest in the Placing Shares.

BUSINESS OVERVIEW

The Group provides integrated professional services to public and private companies and individual investors mainly in Hong Kong and the PRC, which services can be broadly categorised into two sectors, being (i) asset advisory services and asset appraisal and (ii) corporate services and consultancy.

Asset advisory services and asset appraisal

Asset appraisal

Asset appraisal is the core business of the Group before it expands into the other services currently provided by it. This sector of the Group's business provides valuation services across a wide spectrum of asset classes, including real estate and other fixed assets, mineral properties, business and intangible assets, financial assets including financial instruments and derivatives. The Group provides independent valuation reports, both to public and private businesses to meet market, regulatory and fiduciary requirements for various purposes including IPOs, M&As, litigation, liquidation, financial reporting compliance and fairness opinions. Members of the Group's professional team provide expertise in different disciplines of asset appraisals and act as independent professionals in the provision of these services.

The fee for each engagement for the Group's appraisal services is by agreement between the Group and the client on a case by case basis, typically being a fixed fee based on the estimated time to be spent on the engagement. The agreed fee is usually payable by stage payment based on milestone agreed with clients. The Group normally issues bills according to its engagement letter. Under the Group's standard engagement letters, the Group normally charges an up front fee which represents approximately 50% of the total fee payable when engagement is confirmed. The balance is usually payable in two stages, i.e. usually another 40% when the Group submits a draft report and usually the balance 10% when the final report is issued. However, where if the final report is issued shortly after the draft report, the Group may only issue one bill for the 40% for draft report and the 10% for issue of the final report. If there is any delay or abandonment of the underlying project and no final report is issued, under the Group's standard engagement letters, the Group is still entitled to charge 80% of the total fee if the engagement attains the asset inspection stage, and 90% of the total fee if any draft report is submitted to the client, but the Group will not be entitled to charge the remaining 10% of the total fee. Revenue for these progressively

SUMMARY

billed engagements is recognised according to the percentage of completion. Apart from these progressively billed engagements, the Group may charge the fees one-off for engagements which can be completed in a relatively short duration. Revenue is usually recognised upon the issue of the final reports for these engagements.

During the Track Record Period, the Group was engaged in approximately 680 asset appraisal engagements. Most of these engagements were for listed companies in Hong Kong but the locations of the assets were widely spread, ranging from the PRC, Hong Kong, Taiwan, Macau, Mongolia, Singapore, Indonesia, the Philippines, Brunei and spanning across to countries such as Russia and Brazil.

The total revenue generated from asset appraisal during the Track Record Period amounted to approximately HK\$72.3 million.

Possible changes to the property valuation disclosure requirements for listed companies in Hong Kong

The SFC and the Stock Exchange launched a joint consultation on 3 December 2010 on proposed changes to property valuation requirements regarding IPOs and M&As. A summary of the proposed changes are set out under the paragraph headed “Possible changes to the property valuation disclosure requirements for listed companies in Hong Kong” in the section headed “Business” in this prospectus, and the relevant risks are disclosed under the paragraph headed “Possible changes to the property valuation disclosure requirements for companies listed in Hong Kong may adversely affect the Group’s business” in the section headed “Risk factors” in this prospectus.

If the proposals were approved, requirement for valuation report of real estate interest may decrease for issuers listed in Hong Kong. However, the impact to the Group is only restricted to property valuation for the purpose of IPOs or M&A transactions. Valuation reports or opinions of value on property for purposes other than IPOs and M&A transactions or on valuation of other asset classes will not be affected. Furthermore, requirements on valuation for financial reporting purposes remain unchanged. An analysis of the gross revenue and gross profit of the Group from real estate valuation and the possible loss which may be caused by the proposed changes to property valuation requirements regarding IPOs and M&As is set out under the paragraph headed “Possible changes to the property valuation disclosure requirements for listed companies in Hong Kong” in the section headed “Business” in this prospectus.

Given that real estate valuation for IPO and M&A purposes is not a significant portion of the Group’s asset appraisal services, that the Group is also engaged in real estate valuation for other purposes and valuation of other asset classes such as mineral properties, business and intangible asset as well as financial instrument and derivative, and that the Group is expanding into the asset advisory and corporate services and consultancy business, the Company believes that the possible impact of the proposed changes on the Company’s asset appraisal services described under the paragraph headed “Possible changes to the property valuation disclosure requirements for listed companies in Hong Kong” in the section headed “Business” in this prospectus would not be significant although most of the Company’s clients are listed companies.

SUMMARY

Asset advisory services

Capitalizing on its wide client base from the asset appraisal business, the relationship that the Directors and the senior professionals of the Group have established with the proprietors and senior management of such clients, as well as its expertise in identifying the value of different assets, the Group expanded into the provision of asset advisory services in 2007. Such services typically involve identifying potential investment or investor, undertaking due diligence and evaluation on the underlying assets and provision of procedural and strategic advice in relation to the client entering into an investment or realizing an investment. The asset advisory service business only has a relatively short operating history. Referrals from clients and other professional relationships established by the Group in its asset appraisal business is an important source of business for this sector.

The fee charged by the Group for each engagement is determined on a case-by-case basis, and made up of both fixed fees and a success-based fee. Fixed fees will be charged for work done such as due diligence investigation, viability study and evaluation of the target investment and is based on the estimated time to be spent and the complexity of the project. In addition, the Group will also charge a success-based fee which is calculated based on a percentage of the value of the underlying asset or the consideration agreed between the parties in the underlying transaction. The success-based fee is contingent upon the client's payment of or, as the case may be, receipt of consideration pursuant to the definitive agreement for such transaction. Since March 2011, the Group has established a new internal control policy in respect of invoicing, revenue recognition and debt collection in relation to its asset advisory services.

During the Track Record Period, the Group was engaged in 4 engagements in asset advisory services, with the underlying assets all located in the PRC. The total revenue generated from these 4 engagements during the Track Record Period amounted to approximately HK\$42.9 million, but the revenue and gross profit fluctuated during the Track Record Period. Please refer to the "Risk factors" section of this prospectus, in particular the paragraphs headed "Reliance on key executives in the conduct of the Group's business" and "Unpredictability of revenue and profitability".

After the Track Record Period and up to the Latest Practicable Date, the Group has signed two engagement letters relating to asset advisory services.

Please refer to the "Business" section and "Financial information" section of this prospectus for further details relating to this segment of the Group's business.

Corporate services and consultancy

In order to widen the spectrum of professional services provided by the Group, it also expanded its scope of service to corporate services and consultancy. Such services can be further subdivided into two arms.

One arm is corporate consultancy, under which the Group provides advice to corporations in areas such as corporate governance, internal control, enterprise risk management and other operational aspects with a view to enhancing corporate efficiency,

SUMMARY

performance and enterprise value. The fee to be charged by the Group on such services will usually be based on the improvements in results of the corporation and calculated based on a percentage amount of the target achievement. During the Track Record Period, the Group has 1 major engagement in this sector in which the Group was engaged to provide advice to a government-owned enterprise in the PRC to improve its operational results, and for which the Group received a remuneration of RMB3.0 million.

Other than this major engagement, the Group has also provided business consultancy services with gross revenue of approximately HK\$0.6 million during the Track Record Period.

Towards the end of the Track Record Period, the Group was engaged by a PRC metal product manufacturer to provide consultancy services on proposed fund raising exercise, and the Group is entitled to charge a success fee at 5% of the fund raised by this client.

The other arm can generally be described as back office administration, which includes company secretarial services for private and listed companies, human resource management and administrative services, accounting and tax services including accounting system setup and support, bookkeeping, budgeting and forecast, payroll services, tax return preparation, and financial statement preparation, for which the Group is usually engaged on annual retainer with fixed fees charged on a monthly basis. Other ad hoc services include corporate communication and marketing services such as brand building, design of marketing materials and corporate event management, for which fees will be agreed on project-by-project basis based on time expected to be spent by the Group on the project.

During the Track Record Period, the Group had entered into 6 engagements in respect of corporate services in back office administration, generating a total revenue of approximately HK\$2.2 million. After the end of the Track Record Period up to the Latest Practicable Date, the Group has further obtained two engagements for its corporate services.

For corporate consultancy, the Group has obtained 4 engagements since the end of the Track Record Period. In one of these engagements, the Group was appointed by an overseas mining operation to provide advice on pre-IPO planning work and co-ordination in the course of application for listing on the Main Board of the Stock Exchange. Major scope of services under this engagement includes (i) conducting due diligence exercise, (ii) setting up data room, (iii) assisting client in the selection of professional parties for the IPO project, (iv) coordinating professional parties engaged by the client and (v) assisting the client in collating documents for the IPO purpose. Fees payable to the Group under the engagement comprised fixed fees payable every half-year and success fee. There was also another engagement under which the Group would provide similar services regarding pre-IPO planning and coordination during the IPO process, and service fee will be charged on the basis of time spent by the Group on the project, payable to the Group monthly. For the remaining 2 engagements, the Group was engaged by 2 private companies to provide consultancy services for sourcing investors, under which the Group is entitled to charge a success fee at 2%–3% of the funds raised or received by clients.

SUMMARY

COMPETITION AND COMPETITIVE STRENGTHS

Competition

The Directors consider that the professional service industry is highly fragmented and unstructured with professional service firms with different sizes and areas of expertise where competition is mainly based on (i) quality of service provided, (ii) expertise and reputation of the firm, (iii) business network and client relationship of the key management and (iv) pricing of the services provided.

In each segment of its business, the Group will also be on the one hand faced with competition from smaller or newly established firms which often compete in terms of pricing, and on the other hand with competition from larger firms which have more human resources and better access to capital than the Group.

Competitive strengths

The Directors believe that the Group has the following competitive strengths:

- (1) the Group has built up a strong and diverse client base in the capital market from its appraisal business which are mainly performed for listed companies in Hong Kong, and has maintained long-standing relationship with clients;
- (2) it has an experienced professional team;
- (3) it being a one-stop professional service provider which provides under one roof various services essential for an investment decision and across a variety of assets; and
- (4) it has multi-disciplined credentialed professionals.

BUSINESS OBJECTIVES

The business objective of the Group is to become one of the leading providers of integrated professional services to public and private companies and individual investors including asset advisory services and asset appraisal, and corporate services and consultancy by expanding into other geographic lines in Asia. Founded and headquartered in Hong Kong, the Group intends to expand its clients network by establishing offices, acquiring professional service firms and/or establishing alliances in other places in Asia such as Singapore, Taiwan and Japan. The Group expects to capture new business opportunities in particular from the PRC, which is now a major player in the global economy.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Directors believe that the listing of the Shares on GEM will enhance the Group's profile and the net proceeds from the Placing will strengthen the Group's financial position and will enable the Group to pursue its business plans set out in the section headed "Statement of business objectives" in this prospectus.

SUMMARY

The net proceeds from the issue of the Placing Shares based on the Placing Price, after deducting related expenses, are estimated to amount to approximately HK\$78 million. The Directors intend to apply such net proceeds of the Placing as follows:

- as to approximately HK\$27.95 million to develop the Group's asset appraisal and corporate services businesses, approximately HK\$22.95 million of which for setting up or acquiring asset appraisal firms in Hong Kong, Taiwan, Japan and Singapore and approximately HK\$5.00 million of which for acquiring corporate service firms in Hong Kong;
- as to approximately HK\$28.25 million to develop the Group's asset advisory services by establishing or acquiring asset advisory services firms in Hong Kong and the PRC;
- as to approximately HK\$15.30 million to develop the Group's corporate consultancy business by establishing or acquiring corporate consultancy business, in Hong Kong and the PRC;
- as to approximately HK\$1.00 million to improve the public awareness of the Group's business by organizing seminars regarding the Group's services, publishing newsletters and periodicals to promote the Group and organizing promotional campaigns for the Group's business; and
- as to approximately HK\$5.50 million for human resources deployment to recruit additional staff and management team for the Group's asset advisory and corporate consultancy services.

Set out below is a breakdown of the intended use of such net proceeds of the Placing for the period from the Latest Practicable Date to 31 March 2014:

	From the Latest Practicable Date to	Six months ending	Six months ending	Six months ending	Six months ending	Six months ending	Total
	30 September 2011	31 March 2012	30 September 2012	31 March 2013	30 September 2013	31 March 2014	Total
	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>
Business development in asset appraisal and corporate services	—	10.10	7.65	5.10	5.10	—	27.95
Business development in asset advisory services	—	—	9.42	9.42	9.41	—	28.25
Business development in corporate consultancy business	—	—	7.65	7.65	—	—	15.30
Improvement of public awareness	0.10	0.10	0.20	0.20	0.20	0.20	1.00
Human resources deployment	0.10	0.60	1.20	1.20	1.20	1.20	5.50
Total	0.20	10.80	26.12	23.57	15.91	1.40	78.00

SUMMARY

To the extent that the net proceeds from the issue of the Placing Shares are not immediately required for the above purposes, it is the present intention of the Directors to place such proceeds on short-term interest-bearing deposits with licensed banks and/or financial institutions in Hong Kong.

In the event that any part of the business plans of the Group does not materialise or proceed as planned, the Directors will carefully evaluate the situation and may reallocate the intended funding to other purposes as indicated in the implementation plans set out in this prospectus and/or to hold the funds as short-term deposits so long as the Directors consider it to be in the best interest of the Company and its shareholders taken as a whole.

According to current estimates, the Directors expect that the net proceeds from the issue of the Placing Shares of approximately HK\$78 million, the cash in bank or on hand as at the Latest Practicable Date together with the projected cashflow from operations will be sufficient to finance the implementation of the Company's business plans up to 31 March 2014 as described in the section headed "Statement of business objectives" in this prospectus.

The estimated expenses relating to the Placing is approximately HK\$12 million. A portion of approximately HK\$0.5 million has been charged to the profit or loss for the years ended 31 March 2010 and 2011. As most of the expenses are incurred for the issue of new Placing Shares, a larger portion of approximately HK\$11.4 million would be charged to the share premium upon the success of the Placing. The remaining expenses of approximately HK\$0.1 million will be charged to the profit or loss. The Directors would like to emphasise that such amount of expenses is a current estimate for reference only and the final amount is subject to adjustment based on audit and the then changes in variables and assumptions.

SUMMARY

TRADING RECORD

The following table summarises the Group's combined turnover and results for each of the two years ended 31 March 2010 and the nine months ended 31 December 2010 prepared on the assumption that the current structure of the Group had been in place throughout the period under review. The summary should be read in conjunction with the accountants' report as set out in Appendix I to this prospectus.

	Note	Year ended 31 March		Nine months ended 31 December	
		2009 HK\$'000	2010 HK\$'000	2009 HK\$'000 (unaudited)	2010 HK\$'000
Turnover	1	25,654	50,870	33,134	44,951
Cost of services		<u>(12,563)</u>	<u>(8,451)</u>	<u>(5,062)</u>	<u>(8,521)</u>
Gross profit	2	13,091	42,419	28,072	36,430
Other income		619	743	321	1,962
Marketing expenses		(200)	(297)	(308)	(52)
Administrative expenses		(7,476)	(8,185)	(5,482)	(10,185)
Other operating expenses		<u>(725)</u>	<u>(1,207)</u>	<u>(1,146)</u>	<u>(714)</u>
Profit from operations		5,309	33,473	21,457	27,441
Finance costs		<u>—</u>	<u>(1)</u>	<u>(1)</u>	<u>—</u>
Profit before tax		5,309	33,472	21,456	27,441
Income tax expense		<u>(897)</u>	<u>(3,808)</u>	<u>(2,409)</u>	<u>(2,779)</u>
Profit for the year/period		4,412	29,664	19,047	24,662
Other comprehensive income:					
Exchange differences on translating foreign operations		<u>—</u>	<u>—</u>	<u>—</u>	<u>9</u>
Total comprehensive income for the year/period		<u>4,412</u>	<u>29,664</u>	<u>19,047</u>	<u>24,671</u>
Profit for the year/period attributable to:					
Owners of the Company		2,799	26,727	16,651	24,662
Non-controlling interests		<u>1,613</u>	<u>2,937</u>	<u>2,396</u>	<u>—</u>
		<u>4,412</u>	<u>29,664</u>	<u>19,047</u>	<u>24,662</u>
Total comprehensive income for the year/period attributable to:					
Owners of the Company		2,799	26,727	16,651	24,671
Non-controlling interests		<u>1,613</u>	<u>2,937</u>	<u>2,396</u>	<u>—</u>
		<u>4,412</u>	<u>29,664</u>	<u>19,047</u>	<u>24,671</u>
Earnings per Share					
Basic (HK cents)	3	<u>0.75</u>	<u>7.13</u>	<u>4.44</u>	<u>6.58</u>

SUMMARY

Notes:

1. Turnover

	Year ended 31 March		Nine months ended 31 December	
	2009	2010	2009	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Asset appraisal services income	25,519	27,060	18,720	19,747
Asset advisory services income	—	20,197	14,400	22,674
Corporate services and consultancy income	135	3,613	14	2,530
	<u>25,654</u>	<u>50,870</u>	<u>33,134</u>	<u>44,951</u>

2. Gross profit and gross profit margin

	Year ended 31 March		Year ended 31 March		Nine months ended 31 December		Nine months ended 31 December	
	2009	2010	2009	2010	2009	2010	2009	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Asset appraisal services	14,686	18,609	58%	69%	13,669	12,518	73%	63%
Corporate services and consultancy	(a) 135	3,613	100%	100%	3	1,238	25%	49%
Asset advisory services	(b) (1,730)	20,197	N/A	100%	14,400	22,674	100%	100%
	<u>13,091</u>	<u>42,419</u>	<u>51%</u>	<u>83%</u>	<u>28,072</u>	<u>36,430</u>	<u>85%</u>	<u>81%</u>

Note:

- (a) Please refer to the paragraph headed “Management discussion and analysis” in the section headed “Financial information” of this prospectus for the explanation of gross profit margin in this segment.
- (b) Please refer to the paragraph headed “Management discussion and analysis” in the section headed “Financial information” of this prospectus for the explanation of gross loss and gross profit margin in this segment.

3. Earnings per Share

The calculation of basic earnings per Share attributable to owners of the Company for the years ended 31 March 2009 and 2010 and the nine months ended 31 December 2010 is based on the combined profit attributable to owners of the Company for each of the reporting period and the assumption that 375,000,000 Shares of the Company are in issue and issuable, comprising 1,000 Shares in issue as at the date of this prospectus and 374,999,000 Shares to be issued pursuant to the Capitalisation Issue as more fully described in the paragraph headed “Written resolutions of the sole Shareholder” in Appendix VI to this prospectus, as if the entire Shares were outstanding throughout the entire Track Record Period.

No diluted earnings per Share are presented as the Company did not have any dilutive potential ordinary shares during the Track Record Period.

SUMMARY

TRADE RECEIVABLES

The majority of the Group's trade receivables as at 31 March 2010 were service fees due to asset advisory services and asset appraisal services. The total trade receivables of the Group increased by approximately 524.0% from approximately HK\$4.7 million as at 31 March 2009 to approximately HK\$29.4 million as at 31 March 2010. Trade receivables as at 31 March 2010 due to asset advisory services and asset appraisal services were approximately HK\$20.2 million (as compared to HK\$nil as at 31 March 2009) and approximately HK\$6.7 million (as compared to HK\$4.6 million as at 31 March 2009) respectively, whereas the trade receivables due to corporate services and consultancy were approximately HK\$2.5 million (as compared to HK\$100,000 as at 31 March 2009). Average trade receivables turnover days for the Group increased from 67 days for the year ended 31 March 2009 to 122 days for the year ended 31 March 2010. The increase in trade receivables and average trade receivables turnover days was mainly attributable to delay in payment from client in the asset advisory services segment.

The total trade receivables of the Group decreased by approximately 53.8% from approximately HK\$29.4 million as at 31 March 2010 to approximately HK\$13.6 million as at 31 December 2010 while average trade receivables turnover days for the Group increased from 122 days for the year ended 31 March 2010 to 131 days for the nine months ended 31 December 2010. The majority of such receivables were services fees due to asset advisory services and asset appraisal services, being approximately HK\$9.9 million due to asset advisory services, approximately HK\$3.5 million due to asset appraisal services and with the balance of approximately HK\$108,000 due to corporate services and consultancy. Decrease in trade receivables was mainly attributable to recovery of outstanding payment from clients of the Group while the increase in average trade receivables turnover days was due to higher trade receivables as at 31 March 2010 caused by increase in service fee from asset advisory services and asset appraisal.

Of the total trade receivables of approximately HK\$13,559,000 outstanding as at 31 December 2010, HK\$12,583,000 has been subsequently settled as at the Latest Practicable Date.

DIVIDEND POLICY

For the two years ended 31 March 2010 and the nine months ended 31 December 2010, the subsidiaries of the Company declared dividends in an aggregate amount of approximately HK\$515,000, HK\$13.3 million and HK\$11.0 million respectively.

The amount of any dividends to be declared in the future will depend on, among other things, the Company's trading results, cash flows and financial condition as well as operating and capital requirements. Subject to the said factors, the Directors expect to declare and pay dividends of not less than 30% of the net profit attributable to the equity holders of the Company for the financial year ending 31 March 2012.

SUMMARY

PLACING STATISTICS

Placing Price	HK\$0.72 per Share
Market capitalisation at the Placing Price (<i>Note 1</i>)	HK\$360 million
Historical price/earnings multiple (<i>Note 2</i>)	10 times
Unaudited pro forma adjusted net tangible asset value per Share based on the Placing Price (<i>Note 3</i>)	HK\$0.23

Notes:

1. The calculation of the market capitalisation of the Shares is based on the issued capital of 500,000,000 Shares, being the aggregate number of Shares in issue as at the date of this prospectus and the number of Shares to be issued pursuant to the Placing and the Capitalisation Issue.
2. The historical price/earnings multiple is based on the historical earnings per Share of HK7.13 cents for the financial year ended 31 March 2010 and the Placing Price of HK\$0.72 per Share.
3. The adjusted net tangible asset value per Share has been arrived at after making the adjustments referred to under the paragraph headed “Unaudited pro forma adjusted net tangible assets” in the section headed “Financial information” of this prospectus and on the basis of a total of 500,000,000 Shares in issue and to be issued as mentioned herein immediately following completion of the Placing and the Capitalisation Issue. It does not take into account any Shares which may fall to be allotted and issued pursuant to the exercise of any options which have been granted or may be granted under the Share Option Scheme, or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandates for the allotment and issue or repurchase of Shares referred to in Appendix VI to this prospectus or otherwise.

SUMMARY

RISK FACTORS

The Directors consider that the business of the Group is subject to a number of risk factors, which can be summarised as follows:

Risks relating to the Group

- Unpredictability of revenue and profitability
- Sustainability of gross profit margin
- Possible changes to the property valuation disclosure requirements for companies listed in Hong Kong may adversely affect the Group's business
- Reliance on key executive in the conduct of the Group's business
- Reliance on professional staff
- Fluctuations on value of underlying assets
- Dependency on performance of the property market in the PRC
- No assurance that the future plans will materialise
- Historical dividends may not be indicative of the Company's future dividends
- Reliance on major clients
- Reliance on particular services
- No assurance of future funding
- Limited experience in business operation in foreign jurisdictions
- Difficulties in seeking full payment of fee upon termination of underlying transaction or failure to attain performance target
- Delay or default in payment of fees from clients
- Risk associated with the computer hardware, network security and data storage
- Potential exposure to professional liability
- Possible adverse impact on the Group's business as a result of a loss of business reputation or negative publicity
- Risk associated with subcontracting
- Changes in accounting standards which may adversely affect the Group's business

SUMMARY

- Foreign currency risk
- Improvements to the Group's risk management and internal control systems may not be adequate or effective
- A member of the Group may be liable to taxation not fully provided

Risks relating to the industry

- Economic downturn in Hong Kong and the PRC may adversely affect the Group's business
- Competition
- Any business disruptions resulting from acts of God, acts of war, epidemics, including the recent outbreak of swine influenza, and other factors outside of the Group's control could affect its business and might result in substantial costs
- Changes in regulatory requirements relating to the business of the Group may adversely affect the Group's business

Risks relating to Hong Kong

- Economic and political factors may adversely affect the Group's business

Risks relating to the PRC

- Political, economic and social policies may adversely affect the Group's business
- Changes in laws and regulations of the PRC and their interpretation may adversely affect the Group's business

Risks relating to the Placing

- Marketability and possible price and trading volume volatility of the Shares
- Dilution of Shareholders' equity interests
- Future sales of substantial amounts of Shares in the public market after the Placing could materially and adversely affect the prevailing market price of the Shares

Risks associated with this prospectus

- No assurance as to the accuracy of statistics and facts contained in the section headed "Industry overview" in this prospectus
- Forward-looking statements included in this prospectus may not materialise
- Press reports on the Group should not be relied on

SUMMARY

SHAREHOLDING STRUCTURE

Set out below are the respective shareholding structure of the Company immediately before and after completion of the Placing and the Capitalisation Issue (but without taking into account any shares issued pursuant in the exercise of share options which may be granted under the Share Option Scheme):

Name of Shareholder	Date on which shareholding in the Group was first acquired	Number of Shares or attributable number of Shares held immediately before the Placing and the Capitalisation Issue	Approximate percentage or attributable percentage of shareholding before the Placing and the Capitalisation Issue %	Number of Shares or attributable number of Shares held immediately after the Placing and the Capitalisation Issue	Approximate percentage or attributable percentage of shareholding after the Placing and the Capitalisation Issue %	Approximate cost per Share <i>HKS</i>
Brilliant One (<i>Note</i>)	17 May 2011	1,000	100	375,000,000	75	N/A
The Public	N/A	—	—	125,000,000	25	Placing Price
	Total:	<u>1,000</u>	<u>100</u>	<u>500,000,000</u>	<u>100</u>	

Note:

Brilliant One is wholly owned by GCA Professional Services. GCA Professional Services is owned as to 73% by Genius Ideas, 20% by Simply Joy and 7% by Famous Boom. Genius Ideas is owned as to 51% by Smart Pick, 42.88% by Easy Gain and 6.12% by Mr. Ip. Smart Pick is owned as to 58.76% by GC Holdings, 29.32% by Mr. Cheng and 11.92% by Mr. Leung. GC Holdings is wholly owned by Mr. Ip. Easy Gain is wholly and beneficially owned by Mr. Wong. Simply Joy is wholly owned by Genius Choice. Genius Choice is wholly owned by GR Investment. GR Investment is wholly owned by Accufocus Investments which in turn is wholly owned by Prosperity Investment. Famous Boom is wholly owned by Billion Great. Billion Great is wholly and beneficially owned by Mr. Ma Kwai Yuen. Brilliant One became the Controlling Shareholder pursuant to the Reorganisation.