

INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

DIRECTORS RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities (Stock Exchange Listing) Rules 1989 of Hong Kong and the Listing Rules for the purpose of giving information to the public with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this prospectus misleading.

FULLY UNDERWRITTEN

The Share Offer comprises (a) an offer by the Company of 14,400,000 New Shares pursuant to the Public Offer; and (b) an offer by the Company of 21,600,000 New Shares and an offer by the Vendor for sale of 36,000,000 Sale Shares to professional, institutional and private investors pursuant to the Placing, in each case at the Offer Price, payable in full on application (subject in each case to reallocation as described under the heading “Structure of the Share Offer” in this prospectus and to the Over-allotment Option). This prospectus and the related application forms set out the terms and conditions of the Share Offer.

The Share Offer is sponsored by Baron Capital and co-sponsored by Ka Wah Capital and KGI Asia and fully underwritten by the Underwriters pursuant to the Underwriting and Placing Agreement. For full information about the Underwriters and the underwriting arrangements, please refer to the section headed “Underwriting” on pages 65 to 70 of this prospectus.

OFFER SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken to permit the offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. This prospectus is not an offer or invitation, nor is it calculated to invite or solicit offers in any jurisdiction in which it is not authorised, nor is it an offer or invitation to any person to whom it is unlawful to make an unauthorised offer or invitation.

The Offer Shares are offered for subscription or purchase solely on the basis of the information contained in this prospectus. 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 the Company, the Vendor, the Sponsor, the Co-sponsors, the Underwriters, any of their respective directors or any other person involved in the Share Offer.

The Company is prohibited from making any invitation to the public in the Cayman Islands to subscribe for or purchase any of the Offer Shares.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The Company has applied to the Listing Committee of the Stock Exchange for the granting of the approval of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus, including Shares to be issued pursuant to the Capitalisation Issue and the Share Offer, and any Shares which fall to be issued pursuant to the exercise of the Over-allotment Option and options that may be granted under the Share Option Scheme.

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No part of the Company's share or loan capital is listed or dealt in on the Stock Exchange or any other stock exchange. At present, the Company is not seeking or proposing to seek listing of or permission to deal in its securities on any stock exchange other than the Stock Exchange.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding, disposing of, dealing in or exercising any rights attaching to the Offer Shares, you should consult an expert.

The Company, the Vendor, the Sponsor, the Co-sponsors, the Underwriters, their respective directors and any other parties involved in the Share Offer do not accept responsibility for any tax effects on, or liability of, any person resulting from subscribing for, or purchasing, holding or disposing of or dealing in the Offer Shares or exercising any rights attached to them.

STAMP DUTY

Dealings in the Shares registered on the Company's principal register of members in Hong Kong will be subject to Hong Kong stamp duty. Dealings in the Shares will not be subject to Cayman Islands stamp duty.

PROCEDURE FOR APPLICATION FOR THE PUBLIC OFFER SHARES

The procedure for application for the Public Offer Shares is set out in the section headed "How to apply for Public Offer Shares" on pages 76 to 82 of this prospectus and on the relevant application forms.

STRUCTURE OF THE SHARE OFFER

Details of the structure and conditions of the Share Offer, including details of the Over-allotment Option, are set out in the section headed "Structure of the Share Offer" on pages 71 to 75 of this prospectus.