

# CONTENTS

*You should rely only on the information contained in this prospectus and the related application forms to make your investment decision.*

*The Company has not authorised anyone to provide you with information that is different from what is contained in this prospectus.*

*Any information or representation not made in this prospectus must not be relied on by you as having been authorised by the Company, the Vendor, the Sponsors, the Lead Managers, the Underwriters, the directors of any of them, or any other persons involved in the Offer.*

*The contents of the website mentioned under the paragraph headed “Intellectual property rights of the Group” in Appendix 6 to this prospectus do not form part of this prospectus.*

	<i>Page</i>
<b>Summary of this prospectus</b> .....	1
<b>Definitions</b> .....	11
<b>Risk factors</b> .....	16
<b>Information about this prospectus and the Offer</b> .....	22
<b>Directors</b> .....	24
<b>Parties involved in the Offer</b> .....	26
<b>Corporate information</b> .....	29
<b>Industry overview</b> .....	30
<b>Business</b>	
Introduction .....	44
Principal strengths of the Group .....	45
History and development .....	45
Business model of the Group .....	47
Marketing and compliance monitoring services .....	47
Sales support services .....	54
Clients .....	57
Investment in listed equity securities .....	57
Intellectual property rights .....	57
Competition .....	57
Group structure .....	58
<b>Directors, senior management and staff</b>	
Directors .....	60
Audit committee .....	60
Senior management .....	61
Consultants to the Group .....	61
Staff and consultants .....	62
Insurance coverage .....	62
Share Option Scheme .....	62

# CONTENTS

	<i>Page</i>
<b>Substantial shareholders</b> .....	63
<b>Share capital</b> .....	64
<b>Financial information</b>	
Indebtedness .....	66
Liquidity, financial resources and capital structure .....	66
Trading record .....	67
Properties .....	72
Profit forecast, dividends and working capital .....	72
Distributable reserves .....	73
Adjusted net tangible assets and net assets .....	73
No material change .....	74
<b>Future plans and use of proceeds</b>	
Future plans and prospects .....	75
Reasons for the Offer and use of proceeds .....	77
<b>Underwriting</b>	
Underwriters .....	78
Underwriting arrangements and expenses .....	78
<b>Structure of the Offer</b>	
The Placing .....	83
The Public Offer .....	83
Over-allotment Option .....	85
Stabilisation .....	86
Conditions of the Offer .....	87
<b>How to apply for the Public Offer Shares</b>	
Which application form to use .....	88
Where to collect the application forms .....	88
How to complete the application forms .....	90
How many applications you may make .....	90
How much are the Public Offer Shares .....	91
Full-time employees – time for applying for the Public Offer Shares .....	91
Members of the public – time for applying for the Public Offer Shares .....	91
Effect of bad weather on the opening of the application lists .....	92
Circumstances in which you will not be allocated Public Offer Shares .....	92
Collection/despatch of share certificates and refund cheques and deposit of share certificates into CCASS .....	93
Commencement of dealings in the Shares .....	94
Shares will be eligible for admission into CCASS .....	94
<b>Appendices</b>	
1. Accountants' report .....	95
2. Profit forecast .....	114
3. Property valuation .....	117
4. Permanent textile quota valuation .....	123
5. Summary of the constitution of the Company and Cayman Islands company law .....	127
6. Statutory and general information .....	148
7. Documents delivered and available for inspection .....	167