

If you are in any doubt about this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional advisor.

中国忠旺控股有限公司*

China Zhongwang Holdings Limited

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under : 1,400,000,000 Shares (subject to adjustment
the Global Offering and the Over-allotment Option)
Number of Hong Kong Public Offer Shares : 140,000,000 Shares (subject to adjustment)
Number of International Offer Shares : 1,260,000,000 Shares (subject to adjustment
and the Over-allotment Option)
Offer Price : Not more than HK\$8.80 per Offer Share
(payable in full on application, plus
a brokerage of 1.0%, SFC transaction
levy of 0.004% and Hong Kong Stock
Exchange trading fee of 0.005% and
subject to refund) and expected to be
not less than HK\$6.80 per Offer Share
Nominal value : HK\$0.10 per Share
Stock code : 1333

Joint Sponsors

(in alphabetical order)



Joint Global Coordinators and Joint Bookrunners

(in alphabetical order)



Joint Lead Managers

(in alphabetical order)



A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the registrar of companies in Hong Kong and available for inspection" in Appendix VII to this prospectus, has been registered by the registrar of companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the registrar of companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

The Offer Price is expected to be determined by agreement between our Company and the Joint Global Coordinators (on behalf of the Underwriters) at the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, April 30, 2009 or such later time as may be agreed by our Company and the Joint Global Coordinators (on behalf of the Underwriters), but in any event no later than Wednesday, May 6, 2009.

The Offer Price will be not more than HK\$8.80 per Offer Share and is currently expected to be not less than HK\$6.80 per Offer Share. Investors applying for Hong Kong Public Offer Shares must pay, on application, the maximum Offer Price of HK\$8.80 per Offer Share, unless otherwise announced, together with a brokerage of 1.0%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$8.80. The Joint Global Coordinators (on behalf of the Underwriters), with the consent of our Company, may reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction in the number of Offer Shares being offered under the Global Offering and/or of the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If applications for Hong Kong Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or indicative Offer Price range is so reduced, such applications cannot subsequently be withdrawn. Further details are set out in "Structure of the Global Offering." If, for any reason, the Offer Price is not agreed between our Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before Wednesday, May 6, 2009, the Global Offering will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors."

Pursuant to the force majeure provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Joint Global Coordinators, on behalf of the Underwriters, have the right in certain circumstances, in the sole discretion of the Joint Global Coordinators, to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the date when dealings in our Shares first commence on The Hong Kong Stock Exchange of Hong Kong Limited (such first dealing date is currently expected to be Friday, May 8, 2009). Further details of the terms of the force majeure provisions are set out in the paragraph headed "Grounds for termination" under the section headed "Underwriting" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except that the Offer Shares may be offered, sold or delivered (i) within the United States in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A under the U.S. Securities Act or another exemption from registration under the U.S. Securities Act; and (ii) in offshore transactions outside the United States in reliance on Regulation S under the U.S. Securities Act.

* For identification purposes only

April 24, 2009