

# IMPORTANT

*If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.*

# 361°

## 361 Degrees International Limited

### 361 度國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

#### GLOBAL OFFERING

Total number of Offer Shares under the Global Offering	:	500,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	50,000,000 Shares (subject to adjustment)
Number of International Placing Shares	:	450,000,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	:	Not more than HK\$4.35 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund), plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% and expected to be not less than HK\$3.15 per Offer Share
Nominal value	:	HK\$0.1 per Share
Stock code	:	1361

*Sole Global Coordinator, Sole Bookrunner and Sole Sponsor*



**Merrill Lynch**

*Joint Lead Managers*



**Merrill Lynch**



**建銀國際**  
CBB International

*PRC Domestic Financial Adviser*



**兴业银行**  
INDUSTRIAL BANK CO., LTD.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong 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.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies 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.

The Offer Price is expected to be determined by agreement between us and the Sole Global Coordinator (on behalf of the Underwriters) on or before Wednesday, 24 June 2009 or such later date as may be agreed by us and the Sole Global Coordinator, but in any event not later than Saturday, 27 June 2009. The Offer Price will be not more than HK\$4.35 per Offer Share and is currently expected to be not less than HK\$3.15 per Offer Share, unless otherwise announced. Investors applying for the Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$4.35 per Offer Share, together with brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$4.35. The Sole Global Coordinator (on behalf of the Underwriters) may, with our consent, reduce 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 Offer. In such case, a notice of the reduction 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 Offer. If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offer, then even if the Offer Price is so reduced, such applications cannot subsequently be withdrawn.

If, for any reason, the Offer Price is not agreed between us and the Sole Global Coordinator (on behalf of the Underwriters) on or before Saturday, 27 June 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" in this prospectus.

**Pursuant to certain provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Sole Global Coordinator (on behalf of the Underwriters) has the right in certain circumstances, in its absolute discretion, 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 day on which dealings in the Shares first commence on The Stock Exchange of Hong Kong Limited. Further details of the terms of such provisions are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.**

18 June 2009