IMPORTANT

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



志高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Total number of Offer Shares under the : 72,500,000 Shares (subject to the Over-**Global Offering** allotment Option) Number of Public Offer Shares 7,250,000 Shares (subject to adjustment) 1 Number of International Offer Shares 65,250,000 Shares (subject to the Overallotment Option and adjustment) Offer Price : Not more than HK\$2.27 per Share (payable in full on application and 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\$1.50 per Share Nominal value : HK\$0.01 per Share Stock code : 449

Sole Sponsor



BNP PARIBAS

CORPORATE & INVESTMENT BANKING

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers





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.

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" in Appendix VI to this prospectus, basen registered by the Registrar of Companies in Hong Kong is now section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited and the Registrar of Companies in Hong Kong Limited and the Registrar of Companies in Hong Kong Limited and the Registrar of Companies in Hong Kong Limited 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 the Company and the Joint Global Coordinators (on behalf of the Underwriters) at or around 12:00 noon on Tuesday, 7 July 2009 or such later time as may be agreed by the Company and the Joint Global Coordinators, but in any event, not later than Thursday, 9 July 2009.

event, not later than I hursday, 9 July 2009. The Offer Price will be not more than HK\$2.27 per Share and is expected to be not less than HK\$1.50 per Share. Investors applying for Public Offer Shares must pay the maximum Offer Price of HK\$2.27 per Share together with brokerage of 1%, Stock Exchange trading fee of 0.005%, and the SFC transaction levy of 0.004%. The Joint Global Coordinators (on behalf of the Underwriters) may reduce the number of Offer Shares offered in 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 Public Offering. In such a case, a notice of the reduction of the number of Offer Shares offered in the Global Offering and/or of the indicative Offer Price range will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) as soon as practicable but in any event not later than the morning of the last day for lodging applications under the Public Offering. If applications for Public Offer Shares and/or Offer Price are so reduced, such applications cannot be subsequently withdrawn. Further details are set out in the sections headed "Structure and conditions of the Global Offering" and "How to apply for the Public Offer Shares" in this prospectus. If for any reason, the Offer Price is not agreed between the Company and the Joint Global Coordinators (on behalf of the IInderwriters) at or around

If, for any reason, the Offer Price is not agreed between the Company and the Joint Global Coordinators (on behalf of the Underwriters) at or around 12:00 noon on Tuesday, 7 July 2009 (or such later time or date as may be agreed by the Company and the Joint Global Coordinators (on behalf of the Underwriters)) but in any event not later than Thursday, 9 July 2009, the Global Offering will not become unconditional 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 the termination provisions contained in the Public Offer Underwriting Agreement in respect of the Public Offer Shares, the Joint Global Coordinators (on behalf of the Underwriters) have the right in certain circumstances, after consulting the Sponsor, in the sole and absolute discretion of the Joint Global Coordinators, to terminate the obligations of the Public Offer Underwriters pursuant to the Public Offer Underwriting Agreement at any time at or prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of the terms of the termination provisions are set out in the section headed "Underwriting – Grounds for termination" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the US Securities Act and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, US persons (as defined in Regulation S under the US Securities Act). The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.