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## IMPORTANT

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



### SUNDART INTERNATIONAL HOLDINGS LIMITED

承達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>144,000,000 Shares comprising 120,000,000 New Shares and 24,000,000 Sale Shares (subject to the Over-allotment Option)</b>
<b>Number of International Placing Shares</b>	<b>:</b>	<b>129,600,000 Shares comprising 105,600,000 New Shares and 24,000,000 Sale Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>14,400,000 Shares (subject to adjustment)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$4.18 per Offer Share (payable in full on application in Hong Kong dollars and subject to refund) plus brokerage of 1%, SFC transaction levy of 0.004%, and Stock Exchange trading fee of 0.005%</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock code</b>	<b>:</b>	<b>2288</b>

### Global Coordinator, Bookrunner, Lead Manager and Sponsor



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 section headed "Documents delivered to the Registrar of Companies in Hong Kong" 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. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

**Please refer to the section headed "Risk factors" for a discussion of certain risks that you should consider in connection with an investment in the Shares.**

The Offer Price is expected to be fixed by agreement among the Global Coordinator (on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling Shareholders) on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 14 August 2009 and, in any event, not later than Wednesday, 19 August 2009. The Offer Price will be not more than HK\$4.18 per Offer Share and is currently expected to be not less than HK\$3.33 per Offer Share unless otherwise announced. Investors applying for the Public Offer Shares must pay, on application, the maximum Offer Price of HK\$4.18 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\$4.18 per Offer Share.

The Global Coordinator (on behalf of the Underwriters) may with the consent of our Company reduce the number of Offer Shares being offered pursuant to the Global Offering and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$3.33 to HK\$4.18 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notices of the reduction in the number of Offer Shares and/or 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 day which is the last day for lodging applications under the Public Offer. If applications for Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the number of Offer Shares and/or the Offer Price range is so reduced, such applications cannot be subsequently withdrawn.

If, for any reason, the Offer Price is not agreed among our Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) at or before 12:00 noon on Wednesday, 19 August 2009, the Global Offering will not proceed and will lapse.

The obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Public Offer Shares, are subject to termination by the Global Coordinator (on behalf of the Public Offer Underwriters) if certain circumstances arise prior to 8:00 a.m. on the Listing Date. Such circumstances are set out in the section headed "Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination" in this prospectus. It is important that you carefully read that section for further details.

11 August 2009