
SUMMARY

This summary aims at giving you an overview of the information contained in this prospectus. Because this is a summary, it does not contain all the information that may be important to you. You should read the whole prospectus before you decide to invest in the Offer Shares.

There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed “Risk factors” in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.

OVERVIEW

We are an integrated fitting-out contractor based in Hong Kong specialising in providing professional, up-market and cost-saving fitting-out contracting services for sizeable residential and hotel projects.

We believe that our proven track record, long working relationships with major property developers in Hong Kong and hotel owners in Hong Kong and Macau and our good reputation in the fitting-out industry position us well to increase our market shares in the fitting-out industries in Hong Kong, Macau and China as well as to further develop our business outside these areas to other countries.

We have participated in a number of sizeable fitting-out projects in Hong Kong. As a professional fitting-out contractor, we are responsible for the overall project implementation by providing or arranging for the necessary materials, labour, engineering expertise and technical know-how required for the fitting-out works and carrying out corresponding project management so as to ensure that the fitting-out works conform to the contractual requirements, meet customers' expectation and are completed on time and within budget.

As a fitting-out contractor, we are responsible for overall project implementation and do not directly employ any worker so that all labour intensive works such as carpentry, installation of doors, floorsets and marble and plumbing works are outsourced to subcontractors. In doing so, we engage or outsource to subcontractors to carry out such works by entering into separate contracts with our subcontractors. Depending on the terms of such contracts, we may also be responsible for purchasing all interior decorative and building materials for the fitting-out projects while in other cases, our subcontractors will be responsible for provision of such materials for purposes of the fitting-out works. As at the Latest Practicable Date, we had over 200 subcontractors, of which 33 have five years or above working relationship with us. Details of the subcontracting arrangements are set out in the section headed “Business – Fitting-out works – Project administration – Subcontracting” in this prospectus.

Our fitting-out projects normally commence with the tendering process. After tenders are awarded, we usually set up detailed works programmes, delegate part of the fitting-out works to subcontractors and coordinate among customers, subcontractors and suppliers in completing the projects. Progress payments are received from the customers periodically according to the stages of completion of the works done, and the corresponding subcontracting fees and costs for materials payable to suppliers/subcontractors are settled accordingly.

SUMMARY

Our fitting-out business started in 1988 when Sundart Engineering, our past subsidiary, was involved as a subcontractor in works relating to structural spray fire-protection (鋼結構耐火噴塗) and fitting-out works in respect of Jing Guang Centre in the PRC. Since then, we, through Sundart Engineering, continued to participate in several projects in the PRC on a project-by-project basis until Sundart (Beijing) was established in 2003. Then we have operated our fitting-out business in Hong Kong since 1996. We further expanded our fitting-out business to Macau in 2005 through Sundart (Macau). Over the years, we have participated in a number of sizeable fitting-out projects including the following projects completed by us during the Track Record Period:

Project name	Type of customer	Our capacity ⁽¹⁾	Project type	Scope of works	District	Contract sum attributable to us	Completion date
Celestial Heights (Phase 1)	Property owner	Contractor	Residence	Typical flats and lift lobbies fitting-out	Homantin, Hong Kong	HK\$269.6 million	27 March 2009
The Capitol, Lohas Park	Property owner	Contractor	Residence	Typical kitchens, bathrooms and lift lobbies fitting-out	Tseung Kwan O, Hong Kong	HK\$160.2 million	June 2009 ⁽²⁾
Metro Town Phase 1 (Tiu Keng Leng Station Development)	Property owner	Contractor	Residence	Residential units, typical lift lobbies, main entrance lobbies and lift interior	Tseung Kwan O, Hong Kong	HK\$167.4 million	16 October 2006
Le Point, Phase 2 (Tiu Keng Leng Station)	Main contractor	Nominated subcontractor	Residence	Residential units, lift lobbies, lift cars	Tseung Kwan O, Hong Kong	HK\$138.7 million	5 February 2008
The Legend	Main contractor	Nominated subcontractor	Residence	Typical flats, bathrooms and lift lobbies fitting-out	Tai Hang, Hong Kong	HK\$102.9 million	4 August 2007
Phase RIII and RIVa of the Residential Development of Pokfulam	Main contractor	Subcontractor	Residence	Typical bathrooms and lift lobbies fitting-out	Pokfulam, Hong Kong	Bathroom: HK\$75.6 million Typical Lobby: HK\$35.6 million	28 February 2006
Residential Development at Pokfulam Phase RV – Bathroom Entrance Lobbies & Lift Cars	Main contractor	Subcontractor	Residence	Typical bathrooms and main entrance lobbies fitting-out	Pokfulam, Hong Kong	Bathroom: HK\$75.2 million Main Entrance: HK\$15.2 million	11 November 2008
The Palazzo (Ho Tung Lau Development, Shatin) – Typical Tower Lift Lobby	Main contractor	Nominated subcontractor	Residence	Typical lift lobbies fitting-out	Shatin, Hong Kong	HK\$60.0 million	31 March 2009
Garden East Serviced Apartment (Hotel Development at Queen's Road 214-224)	Main contractor	Subcontractor	Serviced apartments	Typical guest rooms and corridor fitting-out	Wanchai, Hong Kong	HK\$56.2 million	14 November 2008

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Project name	Type of customer	Our capacity ⁽¹⁾	Project type	Scope of works	District	Contract sum attributable to us	Completion date
Parcel 2 of the Cotai Casino, Exhibition and the Hotel Complex	Property owner	Trade contractor	Hotel	Guest suites (excluding the two presidential suites on L18 and L19), common corridors at front-of-house areas, lift lobbies and lift cars from L6-L19 fitting-out	Cotai, Macau	MOP147.7 million	4 August 2008
MGM Grand Macau	Management contractor	Subcontractor	Hotel	Villa rooms, lift lobby and corridor fitting-out	Nam Van, Macau	MOP162.3 million	10 January 2008
MGM Grand Macau	Management contractor	Subcontractor	Hotel	Suite rooms, lift lobby and corridor fitting-out	Nam Van, Macau	MOP172.8 million	10 January 2008
Grand Lisboa Hotel and Casino	Main contractor	Subcontractor	Casino and hotel	Casino gaming areas at 1/F, 2/F, 3/F, casino VIP rooms at 2/F, U2/F, and 3/F and VIP lift lobbies and passageways at LG3, LG1, G/F and 3/F and hotel banquet hall at UG/F interior fitting-out	Macau	MOP152.4 million	21 January 2008
Grand Lisboa Hotel	Main contractor	Subcontractor	Hotel	Hotel guestrooms 11/F to 22/F (except 13/F, 15/F & 16/F interior fitting-out	Macau	MOP112.8 million	14 February 2008
Parcel 1 of the Cotai Casino, Exhibition and the Hotel Complex	Major trade contractor	Subcontractor	Hotel	VIP Suites at L38 & L39 and VIP, hospitality and club lounge at L6 and L7, hotel suites and corridors at central wing, guest lift lobbies and guest elevators of typical floors fitting-out	Cotai, Macau	MOP250.6 million	14 August 2007 (L38 & L39) 20 July 2007 (L6 & L7) 31 May 2007 (hotel suites and corridors at central wing, guest lift lobbies and guest elevators of typical floors fitting-out)
Wynn Resorts Macau	Contractor	Subcontractor	Casino and hotel	Fitout and Drywall to Ground Floor Promenade and Ground Floor Noodle (Expansion Phase)	Macau	HK\$16.0 million ⁽³⁾	December 2007

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Project name	Type of customer	Our capacity ⁽¹⁾	Project type	Scope of works	District	Contract sum attributable to us	Completion date
Waldo Hotel	Property owner	Contractor	Casino and hotel	G/F and M/F Casino and Lobby renovation and fitting-out	Macau	HK\$27.0 million ⁽⁴⁾	October 2008
The Long Beach, KIL No. 11152, Hoi Fan Road, Kowloon	Main contractor	Subcontractor	Residence	Typical lift lobby, bathroom, kitchen, living room and maid lavatory for residential towers	Hoi Fan Road, Hong Kong	HK\$75.5 million	25 November 2004
Parc Palais, Kowloon Inland Lot No. 11118, King's Park	Main contractor	Nominated subcontractor	Residence	Typical bathrooms, shuttle lift lobbies, entrance lobbies and lift lobbies fitting-out	King's Park, Hong Kong	HK\$78.9 million	3 May 2004
Central Park Towers, Tin Shui Wai Town Lot No. 24, Area 33	Property owner	Contractor	Residence	Typical flats and lift lobbies fitting-out	Tin Shui Wai, Hong Kong	HK\$123.0 million	2 January 2008
Harbourview Horizon KIL 11103 Hung Hom Bay	Property owner	Contractor	Hotel	Loose Furniture and lighting to the typical suite units fitting-out	Hung Hom, Hong Kong	HK\$56.3 million	1 May 2006
Wynn Resorts Macau	Contractor	Subcontractor	Hotel	Fit-out to SPA, Restaurants, Hotel Lobbies, G/F Promenade and Lobby Lounge, Italian Restaurant and Public Restrooms in Area 2	Macau	HK\$36.4 million ⁽⁵⁾	April 2007
One Island East, Quarry Bay	Main contractor	Subcontractor	Office	Passenger, Carpark and Service lift lobbies, toilets smoke lobbies outside toilets and lift car interiors fitting-out	Quarry Bay, Hong Kong	HK\$59.1 million	24 May 2008
Butterfly On Prat (Hotel Conversion at 21-23A Prat Avenue, Kowloon)	Main contractor	Subcontractor	Hotel	Provision of alteration works, fitting-out works and building services installation works	Tsim Sha Tsui, Hong Kong	HK\$55.3 million	14 November 2008

Notes:

- For those projects which our capacity was classified as contractor/trade contractor, we were directly employed by the property owners to executive the fitting-out works.

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For those projects which our capacity was classified as nominated subcontractor, we were nominated by the property owners and entered into subcontracts with the main contractors to execute the fitting-out works.

2. Fitting-out works have been completed pending written confirmation from our customer.
3. The actual value of the works exceeded HK\$66.5 million due to subsequent variation of orders received from our customer.
4. The actual value of the works exceeded HK\$100.0 million due to subsequent variation of orders received from our customer.
5. The actual value of the works exceeded HK\$56.8 million due to subsequent variation of orders received from our customer.

Our revenue by business segments during the Track Record Period was as follows:

	2007		Year ended 31 March 2008		2009	
	(HK\$' million)	%	(HK\$' million)	%	(HK\$' million)	%
Fitting-out works						
– Hotel and serviced apartment	528.2	57.3	1,025.6	71.0	843.5	57.6
– Residential apartment	338.8	36.8	343.8	23.8	598.2	40.8
– Others (including schools, commercial buildings and shopping arcades)	31.4	3.4	74.3	5.2	23.5	1.6
Sub-total:	898.4	97.5	1,443.7	100	1,465.2	100
Sourcing and distribution of interior decorative materials	22.9	2.5	–	–	–	–
Total:	<u>921.3</u>	<u>100</u>	<u>1,443.7</u>	<u>100</u>	<u>1,465.2</u>	<u>100</u>

Our revenue by geographic locations during the Track Record Period was as follows:

	2007		Year ended 31 March 2008		2009	
	(HK\$' million)	%	(HK\$' million)	%	(HK\$' million)	%
Hong Kong	310.7	33.7	445.7	30.9	867.9	59.2
Macau	500.5	54.3	939.1	65.0	547.8	37.4
China	110.1	12.0	58.9	4.1	49.5	3.4
Total:	<u>921.3</u>	<u>100</u>	<u>1,443.7</u>	<u>100</u>	<u>1,465.2</u>	<u>100</u>

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COMPETITIVE STRENGTHS

Our Directors believe that we have the following major strengths to compete in the fitting-out industry:

- Established reputation and a proven track record
- Long working relationships with major property developers and hotel owners in Hong Kong, Macau and the PRC
- Competitive edge on material costs and arrangements with reliable suppliers and subcontractors
- Possession of qualifications, capabilities and excellent job reference to undertake sizeable fitting-out projects
- Experienced and efficient management team
- Commitment to safety, quality and environment through well-established management systems

BUSINESS STRATEGIES

To create long-term shareholder value, our principal business strategies are to:

- Solidify our position in the fitting-out markets in Hong Kong and Macau which we currently operate
- Further expand our fitting-out business in the PRC
- Strategically expand our fitting-out business to other markets such as Qatar and Abu Dhabi in the Middle East
- Extend to new business segment of building renovation and usage conversion
- Develop our business of sourcing and distribution of interior decorative materials
- Set up our own procurement and pre-fabrication facility
- Strengthen our research and development capabilities
- Continue to further enhance our brand name recognition
- Continue to emphasize and maintain high standards of project planning, management and implementation
- Adhere to prudent financial management to ensure sustainable growth and capital sufficiency

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SUMMARY OF FINANCIAL INFORMATION

The following is a summary of our Group's combined results for the three years ended 31 March 2009 extracted from the accountants' report set out in Appendix I to this prospectus. You should read the accountants' report, included in Appendix I to this prospectus, for further details.

I. Combined income statements

	For the year ended 31 March		
	2007	2008	2009
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	921,334	1,443,742	1,465,230
Cost of sales	<u>(790,203)</u>	<u>(1,306,520)</u>	<u>(1,260,105)</u>
Gross profit	131,131	137,222	205,125
Other income	1,838	3,274	2,627
Gain on disposal of subsidiaries	2,554	379	–
Administrative expenses	(40,366)	(36,050)	(35,659)
Other expenses	(4,920)	(1,266)	(1,656)
Finance costs	<u>(7,413)</u>	<u>(10,984)</u>	<u>(2,920)</u>
Profit before taxation	82,824	92,575	167,517
Income tax expenses	<u>(12,382)</u>	<u>(12,071)</u>	<u>(23,810)</u>
Profit for the year	<u>70,442</u>	<u>80,504</u>	<u>143,707</u>
Dividends	<u>36,800</u>	<u>25,000</u>	<u>113,000</u>
Earnings per share			
Basic (HK\$) ⁽¹⁾	<u>9.98</u>	<u>0.30</u>	<u>0.40</u>

Note:

- Hong Kong Accounting Standard 33 "Earnings Per Share" requires the number of ordinary shares outstanding before a capitalisation issue to be adjusted proportionately as if the capitalisation issue had occurred at the beginning of the earliest period presented (i.e. 1 April 2006) for the purpose of computing earnings per share ("EPS"). The EPS calculation has also taken into account the effect of the shares swap under which 69,990,000 shares were issued in exchange for the 5,100 shares of Sundart Holdings effected on 3 August 2009 by reference to the guidance set out in Accounting Guideline 5 "Merger Accounting for Common Control Combinations". Before the Capitalisation Issue of 290 million Shares and the shares swap, the number of outstanding ordinary shares of Sundart Holdings is 5,100, of which only 100 shares were outstanding throughout the year ended 31 March 2007. Therefore, the number of ordinary shares for the purpose of calculating EPS during the year ended 31 March 2007 is adjusted for both the effect of the Capitalisation Issue and the shares swap (using a factor of 100/5100), resulting in a lower number of ordinary shares outstanding for that year and a considerably higher amount of EPS.

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II. Combined balance sheets

	As at 31 March		
	2007 <i>HK\$'000</i>	2008 <i>HK\$'000</i>	2009 <i>HK\$'000</i>
Non-current assets			
Investment properties	4,010	–	–
Property, plant and equipment	1,192	5,135	6,000
Goodwill	746	746	746
	<u>5,948</u>	<u>5,881</u>	<u>6,746</u>
Current assets			
Trade and other receivables	163,205	285,540	320,047
Amounts due from customers for contract work	171,496	141,287	70,056
Retentions receivable	83,755	111,673	114,914
Tax recoverable	3,083	1,293	43
Available-for-sale investment	5,000	–	–
Pledged bank deposits	5,506	70,790	809
Bank balances and cash	25,144	81,064	191,074
	<u>457,189</u>	<u>691,647</u>	<u>696,943</u>
Current liabilities			
Trade and other payables	130,347	271,766	353,520
Bills payable	996	370	2,291
Amount due to a related company	–	–	5,181
Amounts due to customers for contract work	6,474	10,302	15,512
Tax payable	12,365	22,653	35,017
Bank borrowings	122,326	148,362	26,667
	<u>272,508</u>	<u>453,453</u>	<u>438,188</u>
Net current assets	<u>184,681</u>	<u>238,194</u>	<u>258,755</u>
Total assets less current liabilities	<u><u>190,629</u></u>	<u><u>244,075</u></u>	<u><u>265,501</u></u>
Capital and reserves			
Share capital	1	40	40
Reserves	173,845	231,924	263,437
	<u>173,846</u>	<u>231,964</u>	<u>263,477</u>
Non-current liabilities			
Bank borrowings	16,500	11,666	1,667
Deferred taxation	283	445	357
	<u>16,783</u>	<u>12,111</u>	<u>2,024</u>
Total equity and non-current liabilities	<u><u>190,629</u></u>	<u><u>244,075</u></u>	<u><u>265,501</u></u>

SUMMARY

USE OF PROCEEDS

The net proceeds from the Global Offering to our Company (after deduction of underwriting fees and estimated expenses payable by us in relation to the Global Offering, and assuming an Offer Price of HK\$3.76 per Share, being the mid-point of the indicative Offer Price range of HK\$3.33 to HK\$4.18 and the Over-allotment Option is not exercised) are estimated to be approximately HK\$412.2 million. We currently plan to use the proceeds from the Global Offering in the following manner:

- approximately HK\$123.7 million (equivalent to approximately 30% of the aforesaid estimated net proceeds) to finance our future fitting-out projects in the PRC, which will include procurement of equipment, hiring of additional staff, and payments of start-up costs for new projects such as prepayment of subcontracting fees and material purchase costs. As at the Latest Practicable Date, there were 11 pending tenders for fitting-out projects in the PRC having been submitted by us;
- approximately HK\$70.1 million (equivalent to approximately 17% of the aforesaid estimated net proceeds) to set up our own procurement and pre-fabrication facility and for our R&D as more particularised in the section headed “Business – Business strategies” in this prospectus;
- approximately HK\$61.8 million (equivalent to approximately 15% of the aforesaid estimated net proceeds) to finance our future fitting-out projects in the Middle East, which will include procurement of equipment, hiring of additional staff, and payments of start-up costs for new projects such as prepayment of subcontracting fees and material purchase costs. As at the Latest Practicable Date, our Group is in the stage of bidding for the tenders and there were nine pending tenders for fitting-out projects in the Middle East having been submitted by us;
- approximately HK\$61.8 million (equivalent to approximately 15% of the aforesaid estimated net proceeds) as reserve for potential future acquisitions. Our Directors confirm that our Company has not entered into any agreement or negotiation nor did we have any definite plans at present in relation to any potential acquisition as at the Latest Practicable Date;
- approximately HK\$41.2 million (equivalent to approximately 10% of the aforesaid estimated net proceeds) to finance our fitting-out projects in Hong Kong and Macau;
- approximately HK\$12.4 million (equivalent to approximately 3% of the aforesaid estimated net proceeds) for our marketing activities; and
- approximately HK\$41.2 million (equivalent to approximately 10% of the aforesaid estimated net proceeds) for working capital requirements and other general corporate purposes.

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We will not receive any of the proceeds from the sale of Sale Shares by the Selling Shareholders. Assuming an Offer Price of HK\$3.76 per Share (being the mid-point of the indicative Offer Price range of HK\$3.33 to HK\$4.18 and assuming the Over-allotment Option is not exercised), the Selling Shareholders will receive approximately HK\$82.4 million, after deducting underwriting fees and other expenses relating to the Global Offering payable by the Selling Shareholders. Assuming that the Over-allotment Option is exercised in full, the additional net proceeds to be received by the Selling Shareholders are estimated to be approximately HK\$43.6 million, HK\$39.1 million or HK\$34.7 million, respectively (based on the maximum indicative Offer Price of HK\$4.18 per Share, HK\$3.76 per Share, being the mid-point of the indicative Offer Price range of HK\$3.33 to HK\$4.18 per Share, and the minimum indicative Offer Price of HK\$3.33 per Share, respectively).

If the Offer Price is determined at the highest point of the indicative Offer Price range, and assuming that the Over-allotment Option is not exercised, the net proceeds to our Company would be increased by approximately HK\$49.2 million. In such event, we have the present intention to apply the additional funding of approximately HK\$49.2 million to finance our fitting-out projects in the PRC. If the Offer Price is determined at the lowest point of the indicative Offer Price range, the proceeds to us would be decreased by approximately HK\$49.2 million. In such event, we will decrease each of the above planned usages on a pro-rata basis. We will finance any shortfall in the implementation of our plans by internal cash resources and/or additional bank borrowings, as and when appropriate.

Assuming that the Over-allotment Option is exercised in full, the additional net proceeds to be received by us are estimated to be approximately HK\$43.6 million, HK\$39.1 million or HK\$34.7 million, respectively (based on the maximum indicative Offer Price of HK\$4.18 per Share, HK\$3.76 per Share, being the mid-point of the indicative Offer Price range of HK\$3.33 to HK\$4.18 per Share and the minimum indicative Offer Price of HK\$3.33 per Share, respectively). We intend to use the additional net proceeds to finance our fitting-out projects in the PRC.

To the extent that any part of the net proceeds from the Global Offering is not immediately used for the above purposes, we may allocate such proceeds to short-term interest-bearing deposits with licensed banks or authorised financial institutions in Hong Kong.

DIRECTORS

The Board consists of five executive Directors, among whom Mr. Ng is one of the founders of our Group's business and Mr. Wong joined us in 2002. While Mr. Leung is also one of the founders of our Group's business, he left our Group in July 2006 and re-joined us in April 2009. Mr. Chan and Mr. Yip joined our Group in March 2008 and April 2008 respectively.

Pursuant to the terms of the service contracts entered into between the executive Directors and us, the initial term of appointment for each of them runs until three years from the Listing Date. The executive Directors are expected to have long-term association with our Group and anticipated that our Group will continuously focus on fitting-out business and sourcing and distribution business in the foreseeable future with respect to business strategies as set out in the section headed "Business – Business strategies" in this prospectus.

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UNAUDITED PROFIT FORECAST FOR THE SIX MONTHS ENDING 30 SEPTEMBER 2009⁽¹⁾

Forecast combined profit attributable to equity holders of our Company⁽²⁾ Not less than HK\$112 million

Unaudited pro forma forecast basic earnings per Share⁽³⁾ Not less than HK\$0.23

Notes:

1. Pursuant to Rule 11.18 of the Listing Rules, our Company has given an undertaking to the Stock Exchange that the interim financial statements of our Group for the six months ending 30 September 2009 will be audited.
2. The bases and assumptions on which the forecast combined profit attributable to equity holders of our Company for the six months ending 30 September 2009 has been prepared are summarised in Appendix III to this prospectus. The forecast combined profit attributable to equity holders of our Company for the six months ending 30 September 2009 is based on the unaudited management accounts of our Group for the three months ended 30 June 2009 and a forecast of the results of our Group for the remaining three months ending 30 September 2009.
3. The calculation of the unaudited pro forma forecast basic earnings per Share is based on the forecast combined profit attributable to equity holders of our Company for the six months ending 30 September 2009 assuming that the Global Offering had occurred on 1 April 2009 and a total of 480,000,000 Shares (including the Shares in issue as at 3 August 2009 and the Shares to be issued under the Capitalisation Issue and the Global Offering) had been in issue during that period, but does not take into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme or which may be allotted and issued or repurchased by our Company pursuant to the general mandates for the allotment and issue or repurchase of the Shares referred to under the section headed "Further information about our Company – Written resolutions of all the Shareholders passed on 3 August 2009" in Appendix VI to this prospectus.

GLOBAL OFFERING STATISTICS⁽¹⁾

Audited combined profit attributable to equity holders of our Company for the year ended 31 March 2009 approximately HK\$143.7million

Unaudited historical pro forma earnings per Share⁽²⁾ approximately HK\$0.30

	Based on the minimum indicative Offer Price of HK\$3.33 per Share (approximately)	Based on the maximum indicative Offer Price of HK\$4.18 per Share (approximately)
Market capitalisation ⁽³⁾	HK\$1,598 million	HK\$2,006 million
Unaudited pro forma adjusted net tangible asset value per Share ⁽⁴⁾	HK\$1.30	HK\$1.51
Historical pro forma price/earnings multiple ⁽⁵⁾	11.1	13.9

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Notes:

1. All statistics in this table are based on the assumption that the Over-allotment Option is not exercised.
2. The unaudited historical pro forma earnings per Share is calculated based on the audited combined profit attributable to equity holders of our Company for the year ended 31 March 2009, assuming that the Shares had been listed since 1 April 2008 and a total of 480,000,000 Shares had been in issue throughout that period, and without taking into account any option which may be granted under the Share Option Scheme, or which may be allotted and issued or repurchased by the Company.
3. The calculation of market capitalisation is based on 480,000,000 Shares expected to be in issue following completion of the Global Offering and the Capitalisation Issue, without taking into account any option which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by the Company.
4. The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the paragraph under "Unaudited Pro Forma Financial Information" in Appendix II to this prospectus and on the basis of 480,000,000 Shares in issue immediately upon completion of the Global Offering and the Capitalisation Issue but takes no account of any option which may be granted under the Share Option Scheme, or any Shares which may be allotted and issued or repurchased by the Company.
5. The historical pro forma price/earnings multiple is calculated based on the unaudited historical pro forma earnings per Share of approximately HK\$0.30 for the year ended 31 March 2009, the indicative Offer Prices of HK\$3.33 per Share and HK\$4.18 per Share, respectively, and on the basis of 480,000,000 Shares in issue as referred to in Note 2 above.

DIVIDEND POLICY

Subsidiaries of our Company have declared dividends to our then equity holders of HK\$36.8 million, HK\$25.0 million and HK\$113.0 million, respectively, during the Track Record Period. In addition, Sundart Holdings had declared a dividend in the sum of HK\$120.0 million on 30 July 2009 in the form of cash to its then equity holders, which was paid on 5 August 2009. For the avoidance of doubt, the holders of Offer Shares will not be entitled to any of the aforesaid dividends.

Our Directors intend to declare dividends, if any, in Hong Kong dollars with respect to Shares on a per Share basis and will pay such dividends in Hong Kong dollars. Any final dividend for a financial year will be subject to the Shareholders' approval. Our Directors consider that dividends to be declared and paid in future by our Group will depend on a number of factors. At present, our Directors intend, subject to certain limitations, and in the absence of any circumstances which might reduce the amount available for distribution whether by losses or otherwise, to distribute to the Shareholders approximately 40% of our profits available for distribution for financial years subsequent to the Listing. Such declarations of dividends, however, will only be recommended by our Directors after taking into account, among other things, our results of operations, cash flows and financial conditions, operating and capital requirements, prevailing economic climate, the amount of distributable profits based on HKFRS, the Memorandum and Articles of Association, the Companies Law, applicable laws and regulations and such other factors which our Directors may deem relevant. There is, however, no assurance that dividends of such amount or any amount will be declared or distributed in any year subsequent to the Listing.

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RISK FACTORS

We believe that there are certain risks involved in our operations, some of which are beyond our control. These risks are set out in the section headed “Risk factors” in this prospectus and are summarised as follows:

Risks relating to our business

- Our customers pay us by way of progress payment and require retention money, and there is no guarantee that progress payment is paid to us on time and in full, or that retention money is fully released to us after the expiry of the defect liability period
- We estimate time and costs in order to determine the tender price. However, the actual implementation of a project may not be in accordance with such estimation due to cost overruns and other construction risks related to the project
- Our failure to meet schedule requirements of our contracts could require us to pay liquidated damages
- We depend on key management personnel
- We are exposed to dispute or litigation
- We are subject to other construction risks such as fire, suspension of water and electricity supplies
- We rely on a limited number of major customers
- We may not be able to operate successfully in markets such as Qatar and Abu Dhabi in the Middle East
- Our cash flows may fluctuate
- Our profit may be substantially reduced if there are changes in our subcontracting and materials costs after tendering
- Fitting-out works are highly labour intensive and we rely on a stable supply of labour to carry out our projects
- We engage directly or indirectly labour of different trade who may launch industrial action or strikes to have higher wages and shorter working hours
- Our revenue is mainly derived from short-term projects which are not recurrent in nature and there is no guarantee that our customers will provide us with new business

SUMMARY

- The trend of our historical financial information may not necessarily reflect our financial performance in the future
- Our interests may conflict with those of the Controlling Shareholders, who may take actions that are not in, or may conflict with, the best interests of our public Shareholders
- Dividends declared in the past may not be indicative of the dividend policy in the future
- We may be adversely affected by the recent global economic developments and credit crunch
- The global economy may be adversely affected by a recurrence of severe acute respiratory syndrome, or an outbreak of other epidemics such as swine flu and avian flu, thereby affecting our prospects

Risks relating to our industry

- Our performance is dependent on market conditions and trends in the fitting-out industry and in the overall economy which may change adversely
- The entrance barrier to fitting-out industry is low and we may face more keen competition if there are new comers
- We depend on our subcontractors to complete our projects and to implement safety measures or procedures during our courses of execution of works

Risks relating to Hong Kong

- The state of economy in Hong Kong may adversely affect our performance and financial condition
- The state of political environment in Hong Kong may adversely affect our performance and financial condition
- Devaluation of the Hong Kong dollars could affect our financial conditions and results of operations

Risks relating to Macau

- The gaming industry in Macau has slowed down which may adversely affect our performance and financial condition
- Our business could be affected by the limitations of the Pataca exchange markets

SUMMARY

Risks relating to the PRC

- Our future operations in the PRC are subject to the uncertainties of the PRC legal system
- The economic, political and social conditions of the PRC, as well as the policies of the PRC Government, could adversely affect the financial markets in the PRC and our business

Risks relating to the State of Qatar

- The oil price may adversely affect our performance and financial condition
- Any changes in the political, social or economic conditions in Qatar could have a material adverse effect on our investments
- The Qatar legal system continues to develop and this may create an uncertain environment for our investment and business activity
- Foreign investment risks in Qatar
- We may encounter difficulties or disputes with joint venture partners

Risks relating to the Global Offering

- There has been no prior public market for the Shares and the liquidity and market price of the Shares may be volatile
- Future issues, offers or sale of Shares may adversely affect the prevailing market price of the Shares
- Certain facts and statistics from official sources contained in this prospectus have come from various government official publications whose reliability cannot be assumed or assured
- Investors may experience difficulties in enforcing their shareholder rights because our Company is incorporated in the Cayman Islands, and the protection to minority shareholders under the Cayman Islands law may be different from that under the laws of Hong Kong or other jurisdictions