

IMPORTANT

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



Shenguan Holdings (Group) Limited 神冠控股(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares pursuant to the Global Offering	:	400,000,000 (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	40,000,000 (subject to adjustment)
Number of International Offer Shares	:	360,000,000 (subject to adjustment and the Over-allotment Option)
Offer Price	:	Not more than HK\$3.10 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 expect to be not less than HK\$2.10 per Offer Share
Nominal value	:	HK\$0.01 per Share
Stock Code	:	829

Sole Global Coordinator



Joint Bookrunners, Joint Lead Managers and Joint Sponsors



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, together with the documents specified under the paragraph headed "Documents Delivered to the Registrar of Companies" in Appendix VIII to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). 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 fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and our Company on the Price Determination Date, which is expected to be on or around Wednesday, 7 October 2009 (Hong Kong time) or such later date as may be agreed between the parties, but in any event no later than Thursday, 8 October 2009 (Hong Kong time). The Offer Price will be announced in *South China Morning Post* (in English) and *Hong Kong Economic Times* (in Chinese) as soon as practicable after it is fixed. The Offer Price will not be more than HK\$3.10 per Offer Share and is expected to be not less than HK\$2.10 per Offer Share unless otherwise announced. Investors applying for the Hong Kong Offer Shares must pay the maximum Offer Price of HK\$3.10 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, as finally determined, is lower than the maximum Offer Price.

The Joint Bookrunners (on behalf of the Underwriters) may, with our consent, reduce the number of Hong Kong Offer Shares and/or the indicative Offer Price range below that 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, notices of the reduction of the number of Hong Kong Offer Shares and/or 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 following the decision to make such a reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If applications for the Hong Kong 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 Hong Kong Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn.

If, for whatever reason, the Joint Bookrunners (on behalf of the Underwriters) and our Company are unable to agree on the Offer Price by Thursday, 8 October 2009, the Global Offering will not proceed and will lapse.

Prospective investors of the Hong Kong Offer Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to us given by Joint Bookrunners (on behalf of the Underwriters), upon occurrence of any of the events set forth in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the day that trading in our Shares commences on the Hong Kong Stock Exchange. Such events include, but without limitation, to acts of government, strikes, lock-outs, fire, explosion, flooding, civil commotion, acts of war, acts of God, acts of terrorism, accident, economic sanctions, public disorder, riot and epidemic.

Prior to making an investment decision, prospective investors should consider carefully all the information set forth in this prospectus, including but not limited to the risk factors set forth in the section headed "Risk Factors" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States, except that Offer Shares may be offered, sold or delivered to (i) QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A; (ii) to a limited number of institutional "accredited investors" (as defined in Rule 501(a) under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act; or (iii) outside the United States in accordance with Rule 903 or Rule 904 of Regulation S.

30 September 2009