

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



Mingfa Group (International) Company Limited

明發集團（國際）有限公司

(a company incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	900,000,000 Shares (subject to the Over-allotment Option)
Number of International Placing Shares	:	810,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	90,000,000 Shares (subject to adjustment)
Maximum Offer Price	:	Not more than HK\$2.89 per Offer Share payable in full on application subject to refund on final pricing, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.004%
Nominal Value	:	HK\$0.10 per Share
Stock Code	:	846

Sole Global Coordinator



Joint Sponsors



BofA Merrill Lynch

Joint Bookrunners and Joint Lead Managers



BofA Merrill Lynch



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 in "Appendix VIII — Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection", 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, the Stock Exchange and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any of the 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 the Company on the Price Determination Date. The Price Determination Date is expected to be on or around November 9, 2009 and, in any event, not later than November 11, 2009. The Offer Price will be not more than HK\$2.89 per Offer Share and is currently expected to be not less than HK\$2.00 per Offer Share. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.89 for each Hong Kong Public Offer Share together with 1% brokerage, 0.005% Stock Exchange trading fee and 0.004% SFC transaction levy, subject to refund if the Offer Price as finally determined is less than HK\$2.89 per Offer Share.

The Joint Bookrunners on behalf of the Underwriters may, with the consent of the 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\$2.00 to HK\$2.89 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong 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 Hong Kong Public Offer. If application for the Hong Kong Public Offer Shares has been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offer, then even if the number of Offer Shares is 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 between the Company and the Joint Bookrunners on or before November 11, 2009, the Global Offering (including the Hong Kong Public Offer) will not proceed and will lapse.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, or to procure subscribers to subscribe for, the Hong Kong Public Offer Shares are subject to termination by the Joint Lead Managers (on behalf of the Hong Kong Underwriters) if certain grounds arise at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of such grounds are set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offer — Grounds for termination" of this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been registered under the U.S. Securities Act and may be offered or sold, pledged or transferred only (i) in the United States to QIBs, in reliance on Rule 144A under the U.S. Securities Act, and (ii) outside the United States in reliance on Regulation S under the U.S. Securities Act.

November 4, 2009