
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus contains particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571 V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to the Group. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquiry, that to the best of their knowledge, information and belief, there are no other facts the omission of which would make any statement in this prospectus misleading.

The Public Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by the Company, the Sole Sponsor, the Underwriters, any of their respective directors, officers, employees, agents, representatives or any other persons involved in the Global Offering.

FULLY UNDERWRITTEN

This prospectus is published in connection with the Global Offering and together with the Application Forms set out the terms and conditions of the Global Offering, for which Mega Capital is the sole sponsor and sole lead manager. Details of the structure of the Global Offering are set out in the section headed "Structure and conditions of the Global Offering" of this prospectus. The Global Offering comprises the Public Offer and the International Placing. The International Placing is fully underwritten by the International Placing Underwriters and the Public Offer is fully underwritten by the Public Offer Underwriters. Information relating to the underwriting arrangements is set out in the section headed "Underwriting" of this prospectus.

DETERMINATION OF THE OFFER PRICE

The Offer Shares are being offered at the Offer Price which is expected to be agreed and determined between our Company, the Selling Shareholders and the Sole Bookrunner, for itself and on behalf of the Underwriters, on or before Thursday, 17 December 2009, or such later date as may be agreed by the Sole Bookrunner, for itself and on behalf of the Underwriters, the Selling Shareholders and our Company, but in any event not later than Tuesday, 22 December 2009. If the Sole Bookrunner, for itself and on behalf of the Underwriters, the Selling Shareholders and the Company are unable to reach an agreement on the Offer Price by Tuesday, 22 December 2009, the Global Offering will not become unconditional and will lapse immediately.

RESTRICTIONS ON OFFER OF THE OFFER SHARES

No action has been taken in any jurisdiction other than Hong Kong to permit any public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus and the offering of the Offer Shares in certain jurisdictions is restricted by law. Accordingly, and without limitation to the following, this prospectus may not be used for or in connection with, and does not constitute, an offer to, or solicitation by, anyone in any jurisdiction in which it is unlawful to make such an unauthorised offer or solicitation.

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Each person acquiring or subscribing for any Offer Shares will be required, or be deemed by his/her/its acquisition of the Offer Shares, to confirm that he/she/it is aware of the restrictions on offer of the Offer Shares as described in this prospectus and that he/she/it is not acquiring, and has not been offered, any such Offer Shares in circumstances that contravene any such restrictions. They should inform themselves and observe any applicable legal or regulatory requirements.

Persons who possess this prospectus are required by our Company, the Sole Sponsor and the Underwriters to observe such restrictions.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue, Shares to be issued and/or offered pursuant to the Global Offering (including any Shares to be allotted and issued pursuant to the exercise of the Over-allotment Option) and any Shares to be allotted and issued upon the exercise of any options which have been or may be granted under the Share Option Scheme.

No part of the share or loan capital of our Company is listed or dealt in on any other stock exchange and, at present, no such listing or permission to deal in the share or loan capital of the Company is being or is proposed to be sought on any other stock exchange.

HONG KONG BRANCH REGISTER AND STAMP DUTY

All Shares issued and to be issued as mentioned in this prospectus (including any Shares to be issued upon the exercise of the Over-allotment Option) will be registered on our Company's branch register of members to be maintained by the Hong Kong Share Registrar in Hong Kong. Our Company's principal register of members will be maintained in the Cayman Islands. Only Shares registered on our Company's branch register of members maintained in Hong Kong may be traded on the Stock Exchange. Dealings in the Shares registered on our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or, under contingent situation, any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence on Thursday, 24 December 2009. Shares will be traded in board lots of 1,000 each.

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PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding or disposing of, dealings in, or exercising any rights in relation to the Offer Shares, you should consult an expert. None of our Company, our Directors, the Sole Sponsor, the Underwriters and any of their respective directors, agents or advisers or any other person involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from, the subscribing for, purchasing, holding or disposing of, dealings in, or exercising any rights in relation to the Offer Shares.

PROCEDURE FOR APPLICATION FOR THE PUBLIC OFFER SHARES

The procedure for applying for the Public Offer Shares is set out under the section headed “How to apply for the Public Offer Shares” of this prospectus and on the relevant application forms.

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its structure and conditions, and the Over-allotment Option, are set out in the section headed “Structure and conditions of the Global Offering” of this prospectus.