

IMPORTANT

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



RUINIAN INTERNATIONAL LIMITED

瑞年國際有限公司

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

GLOBAL OFFERING

Number of Offer Shares under the Global Offering:	300,000,000 Shares (comprising 250,000,000 new Shares to be offered by the Company and 50,000,000 Sale Shares to be offered by the Selling Shareholders, subject to the Over-allotment Option)
Number of Hong Kong Public Offering Shares:	30,000,000 Shares (subject to adjustment)
Number of International Offering Shares:	270,000,000 Shares (comprising 220,000,000 new Shares to be offered by the Company and 50,000,000 Sale Shares to be offered by the Selling Shareholders, subject to adjustment and the Over-allotment Option)
Maximum offer price:	HK\$3.78 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%
Nominal value:	HK\$0.01 each
Stock Code:	2010

Sole Global Coordinator, Sole Bookrunner and Sole Sponsor



Joint Lead Managers



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 and Available For Inspection" in Appendix IX to this prospectus, 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 and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement among the Company, the Selling Shareholders and the Sole Global Coordinator (on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or before 12 February 2010 or such later time as may be agreed by the Company (for itself and on behalf of the Selling Shareholders) and the Sole Global Coordinator (on behalf of the Underwriters). The Offer Price will be not more than HK\$3.78 and is currently expected to be not less than HK\$2.95. Applicants for Hong Kong Public Offering Shares are required to pay, on application, the maximum offer price of HK\$3.78 for each Hong Kong Public Offering 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 should be lower than HK\$3.78.

The Sole Global Coordinator (on behalf of the Underwriters) may, with the Company's and the Selling Shareholders' consent, reduce the number of Offer Shares and/or the indicative offer price range below that stated in this prospectus (which is HK\$2.95 to HK\$3.78) 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 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 Offering. If applications for Hong Kong Public Offering 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 Offer Shares and/or the indicative offer price range is so reduced, such applications cannot be subsequently withdrawn. Further details are set forth in the sections headed "Structure of the Global Offering," "How to Apply for Hong Kong Public Offering Shares" and "Further Terms and Conditions of the Hong Kong Public Offering" in this prospectus.

If, for whatever reason, the Offer Price is not agreed by the Company, the Selling Shareholders and the Sole Global Coordinator (on behalf of the Underwriters) on or before 18 February 2010, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The Company is incorporated in the Cayman Islands, and its businesses are located in the PRC. Potential investors should be aware of the differences between the legal, economic, and financial systems of the Cayman Islands, the PRC and Hong Kong, and that there are various risk factors relating to an investment in a Cayman Islands-incorporated company whose substantive business is located in the PRC. Potential investors should also be aware that the regulatory frameworks in the Cayman Islands and the PRC are different from the regulatory framework in Hong Kong. Such differences and risk factors are set forth in the sections headed "Risk Factors" and "Summary of the Constitution of the Company and Cayman Islands Company Law" in Appendix VII to this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Public Offering Shares are subject to termination by the Sole Global Coordinator (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange. Such grounds are set forth in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and are being offered and sold only (i) within the United States to "Qualified Institutional Buyers" 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.