

## IMPORTANT

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



# 思嘉集團有限公司 Sijia Group Company Limited

*(Incorporated in the Cayman Islands with limited liability)*

## GLOBAL OFFERING

**Number of Offer Shares** : 200,000,000 Shares (subject to the Over-allotment Option)  
**Number of Hong Kong Public Offer Shares** : 20,000,000 Shares (subject to adjustment)  
**Number of International Placing Shares** : 180,000,000 Shares (subject to adjustment and the Over-allotment Option)  
**Offer Price** : HK\$3.28 per Hong Kong Public Offer Share plus brokerage of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars)  
**Nominal Value** : HK\$0.001 per Share  
**Stock Code** : 1863

Sole Sponsor

**Piper Jaffray**

Sole Global Coordinator and Sole Bookrunner

**Piper Jaffray**

Joint Lead Managers

**Piper Jaffray**



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, having attached thereto the documents specified in the section headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix VI 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 Sole Global Coordinator (on behalf of the Underwriters) may, with the Group's consent, reduce the number of Offer Shares being offered under the Global Offering at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, an announcement will be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offer. If applications for Hong Kong Public Offer Shares have 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 so reduced, such applications cannot be subsequently withdrawn. More details are set out in the section headed "Structure of the Global Offering" of this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Sole Global Coordinator (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. (Hong Kong time) on the day that dealings in the Offer Shares commence on the Hong Kong Stock Exchange. Such grounds are set out in the section headed "Underwriting – Grounds for termination" of this prospectus.

16 April 2010