

STRUCTURE OF THE GLOBAL OFFERING

OFFER PRICE AND PRICE PAYABLE ON APPLICATION

Based on the Offer Price of HK\$3.28 per Offer Share, plus 1% brokerage fee, 0.004% SFC transaction levy, and 0.005% Hong Kong Stock Exchange trading fee, one board lot of 1,000 Shares will amount to a total of HK\$3,313.09.

The indication of level of interest in the International Placing, level of the applications and basis of allocation of the Hong Kong Public Offer Shares under the Hong Kong Public Offer are expected to be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) on 28 April 2010.

CONDITIONS

Acceptance of all applications for the Global Offering will be conditional upon:

- (i) the Listing Committee granting the approval of the listing of, and permission to deal in the Shares (including any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any Shares which may fall to be issued upon the exercise of the option that may be granted under the Share Option Scheme), and such listing and permission not subsequently having been revoked prior to the commencement of dealings in the Shares on the Hong Kong Stock Exchange;
- (ii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional (including the waiver of any condition(s) by the Sole Global Coordinator on behalf of the Underwriters) and not being terminated in accordance with the terms of either agreement or otherwise, in each case on or before the dates and times specified in the Underwriting Agreements.

The consummation of each of the Hong Kong Public Offer and the International Placing is conditional upon, among other things, the other becoming unconditional and not having been terminated in accordance with their respective terms.

If these conditions are not fulfilled (or, where applicable, waived by the Sole Global Coordinator (on behalf of the Underwriters)) at or before 8:00 a.m. on 29 April 2010, the Global Offering will lapse and notice of the lapse will be published by the Company in The Standard (in English) and the Hong Kong Economic Times (in Chinese) on the next day following such lapse. In such event, all application monies will be returned, without interest, on the terms set out in the section "How to Apply for the Hong Kong Public Offer Shares" in this prospectus. In the meantime, such monies will be held in separate bank accounts with the receiving bank or other licensed bank(s) in Hong Kong.

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OFFER MECHANISM – BASIS OF ALLOCATION OF SHARES

The Global Offering

The Global Offering consists of the International Placing and the Hong Kong Public Offer. The 200,000,000 Shares initially offered will comprise 180,000,000 Shares being offered under the International Placing and 20,000,000 Shares being offered under the Hong Kong Public Offer. The 200,000,000 Shares being offered under the Global Offering will represent about 25% of the Company's share capital immediately after completion of the Global Offering but without taking into account any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any Shares which may fall to be issued upon the exercise of the option that may be granted under the Share Option Scheme.

Subject to possible reallocation on the basis set forth below, 20,000,000 Shares, representing 10% of the total number of the Offer Shares initially being offered under the Global Offering, will be offered to the public in Hong Kong under the Hong Kong Public Offer. The Hong Kong Public Offer is open to all members of the public in Hong Kong as well as to institutional and professional investors.

Out of the total 200,000,000 Shares offered pursuant to the Global Offering, 180,000,000 Shares, representing 90% of the total number of Shares initially being offered under the Global Offering, will be placed with professional, institutional investors and/or other investors in Hong Kong and elsewhere under the International Placing. The International Placing will be offered in Hong Kong and other jurisdictions outside the United States in offshore transactions.

In connection with the Global Offering, the Company has granted to the Sole Global Coordinator the Over-allotment Option which is exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) no later than 30 days after the last day for the lodging of applications under the Hong Kong Public Offer. Pursuant to the Over-allotment Option, the Company may be required to allot and issue to an aggregate of 30,000,000 additional Shares (representing 15% of the number of Shares initially being offered under the Global Offering) to cover over-allocations in the International Placing. The Sole Global Coordinator may also cover over-allocations in the International Placing by purchasing Shares in the secondary market or by a combination of purchases in the secondary market and the exercise, in part or in full, of the Over-allotment Option. The number of Shares that may be over-allocated will not exceed the maximum number of Shares that may be issued under the Over-allotment Option. Any such secondary market purchases will be made in compliance with all applicable laws, rules and regulations. If the Over-allotment Option is exercised in full, on completion of the Global Offering but without taking into account any Shares which may fall to be issued upon the exercise of the option that may be granted under the Share Option Scheme, the Offer Shares will represent about 27.7% of the Company's enlarged issued share capital.

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If the Sole Global Coordinator decide to exercise the Over-allotment Option, it will be exercised solely to cover over-allocations in the International Placing. The International Placing Shares (including any over-allocations) will be allocated prior to the commencement of trading of the Shares on the Hong Kong Stock Exchange.

The Hong Kong Public Offer

The Company is initially offering 20,000,000 Hong Kong Public Offer Shares, representing 10% of the total number of Shares initially being offered in the Global Offering, for subscription by way of a Hong Kong Public Offer in Hong Kong. The Hong Kong Public Offer Shares are being offered at the Offer Price. The Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters, subject to the terms and conditions of the Underwriting Agreement.

The total number of Shares available for subscription under the Hong Kong Public Offer (after taking into account of any reallocation referred to below) is to be divided equally into two pools for allocation purposes: pool A and pool B. The Shares in pool A will be allocated on an equitable basis to applicants who have applied for Shares with an aggregate subscription amount of HK\$5 million (excluding the brokerage fee, the SFC transaction levy and the Hong Kong Stock Exchange trading fee payable) or less. The Shares in pool B will be allocated on an equitable basis to applicants who have applied for Shares with an aggregate subscription amount of more than HK\$5 million (excluding the brokerage fee, the SFC transaction levy, and the Hong Kong Stock Exchange trading fee payable) and up to the value of pool B. Investors should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If Shares in one (but not both) of the pools are undersubscribed, the surplus Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly.

Applicants can only receive an allocation of Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications within either pool or between pools and any application for more than the total number of Shares originally allocated to each pool are liable to be rejected. Each applicant under the Hong Kong Public Offer will also be required to give an undertaking and confirmation in the Application Form submitted by him that he and any person(s) for whose benefit he is making the application have not received any Shares under the International Placing and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

Allocation of Shares to applicants under the Hong Kong Public Offer will be based solely on the level of valid applications received under the Hong Kong Public Offer. The basis of allocation may vary, depending on the number of Hong Kong Public Offer Shares validly applied for, but, subject to that (and in accordance with the allocation of Hong Kong Public Offer Shares in pool A and pool B described below), will be made on an equitable basis, although the allocation of Hong Kong Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Public Offer Shares.

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The allocation of the Shares between the International Placing and the Hong Kong Public Offer is subject to adjustment.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 15 times or more but less than 50 times the number of Shares initially available for subscription under the Hong Kong Public Offer, then Shares will be reallocated to the Hong Kong Public Offer from the International Placing, so that the total number of Shares available for subscription under the Hong Kong Public Offer will increase to 60,000,000 Shares, representing 30% of the Shares initially available for subscription under the Global Offering.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 50 times or more but less than 100 times the number of Shares initially available for subscription under the Hong Kong Public Offer, then the number of Shares to be reallocated to the Hong Kong Public Offer from the International Placing will be increased so that the total number of Shares available for subscription under the Hong Kong Public Offer will be 80,000,000 Shares, representing 40% of the Shares initially available for subscription under the Global Offering.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 100 times or more the number of Shares initially available for subscription under the Hong Kong Public Offer, then the number of Shares to be reallocated to the Hong Kong Public Offer from the International Placing will be increased, so that the total number of Shares available for subscription under the Hong Kong Public Offer will increase to 100,000,000 Shares, representing about 50% of the Shares initially available for subscription under the Global Offering. In each such case, the additional Shares reallocated to the Hong Kong Public Offer will be allocated equally between pool A and pool B and the number of Shares allocated to the International Placing will be correspondingly reduced.

If the Hong Kong Public Offer is not fully subscribed, the Sole Global Coordinator, in its sole discretion, may reallocate all or any unsubscribed Shares originally included in the Hong Kong Public Offer to the International Placing. If the Hong Kong Public Offer is over subscribed, the Sole Global Coordinator may, but shall not be obliged to, reallocate Shares originally included in the International Placing to satisfy excess demand under the Hong Kong Public Offer.

The Hong Kong Public Offer is fully underwritten at the Offer Price by the Hong Kong Underwriters, on and subject to the terms and conditions of the Hong Kong Underwriting Agreement.

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The International Placing

The Company is initially offering 180,000,000 new Shares as the International Placing Shares, representing 90% of the total number of Shares initially being offered in the Global Offering (subject to the Over-allotment Option), for subscription by way of the International Placing subject to the reallocation of Offer Shares between the International Placing and the Hong Kong Public Offer. The International Placing is fully underwritten by the International Underwriters, subject to the terms and conditions of the Underwriting Agreement.

The International Underwriters are soliciting from prospective professional, institutional investors and/or other investors indications of interest in acquiring International Placing Shares in the International Placing. Prospective professional, institutional investors and/or other investors will be required to specify the number of International Placing Shares they would be prepared to acquire either at different prices or at a particular price. This process is known as “book building”. In Hong Kong, individual retail investors should apply for Shares in the Hong Kong Public Offer, as individual retail investors applying for International Placing Shares, including individual retail investors applying through banks and other institutions, will not be allocated any International Placing Shares.

Allocation of the International Placing Shares pursuant to the International Placing is based on a number of factors, including the level and timing of demand and whether or not it is expected that the relevant investor is likely to buy further and/or hold or sell its Shares after the Listing. Such allocation is generally intended to result in a distribution of the International Placing Shares on a basis which would lead to the establishment of a broad shareholder base to the benefit of the Company and its shareholders as a whole.

The International Underwriters or selling agents nominated by the International Underwriters shall, on behalf of the Company, conditionally place the International Placing Shares with professional, institutional and/or other investors in Hong Kong and other regions. The International Placing shall be subject to the Global Offering restrictions set out under the section “Information about this prospectus and the Global Offering”.

The International Placing is conditional on the same conditions as set out in the section “Conditions” above. The total number of International Placing Shares to be sold and transferred or allotted and issued pursuant to the International Placing may change as a result of the clawback arrangement referred to in the section “The Hong Kong Public Offer” above, the exercise of the Over-allotment Option and any reallocation of unsubscribed Shares originally included in the Hong Kong Public Offer.

Professional and institutional investors may apply for Offer Shares under the Hong Kong Public Offer or receive Offer Shares under the International Placing. However, such investors will only receive Offer Shares under either the Hong Kong Public Offer or the International Placing, but not both.

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OVER-ALLOCATION AND STABILIZATION

The Over-allotment Option

In connection with the Global Offering, the Company intends to grant to the Sole Global Coordinator the Over-allotment Option, which will be exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) no later than 30 days after the last date for the lodging of applications under the Global Offering. Pursuant to the Over-allotment Option, the Company may be required to allot and issue/sell at the Offer Price up to an aggregate of 30,000,000 additional Shares, representing 15% of the total number of Shares initially available under the Global Offering, in connection with over-allocation in the International Placing, if any, to be issued and all issued on the same terms and conditions as the Shares subject to be offering. If the Over-allotment Option is exercised in full, the additional Offer Shares will represent about 3.6% of the Company's enlarged issued share capital following the completion of the Global Offering and the exercise of the Over-allotment Option but without taking into account any Shares which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme. In the event that the Over-allotment Option is exercised, a press announcement will be made.

In the event that the Over-allotment Option is exercised, an announcement will be made in The Standard (in English) and the Hong Kong Economic Times (in Chinese) as soon as practicable in accordance to the requirements of the Listing Rules.

Stabilization action

In connection with the Global Offering, the Sole Global Coordinator, or any person acting for it may over-allocate or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period. Such transactions, if commenced, may be discontinued at any time. The Sole Global Coordinator has been appointed as stabilizing manager for purposes of the Global Offering in accordance with the Securities and Futures (Price Stabilizing) Rules made under the SFO and, should stabilizing transactions be effected in connection with the Global Offering, this will be at the absolute discretion of the Sole Global Coordinator and will be effected in accordance with the laws, rules and regulations in place in Hong Kong on stabilization. An announcement will be made to the public within seven days after the end of the stabilizing period as required under the Securities and Futures (Price Stabilizing) Rules made under the SFO.

Following any over-allocations of Shares in connection with the Global Offering, the Sole Global Coordinator or any person acting for it may cover such over-allocations by (among other methods) making purchases in the secondary market or exercising the Over-allotment Option in full or in part, or by any combination of purchases and exercise of the Over-allotment Option. Any such purchases will be made in compliance with all applicable laws and regulatory requirements including the Securities and Futures (Price Stabilizing) Rules made under the SFO. The number of Shares which can be over-allocated will not exceed the number of Shares which may be issued upon exercise of the Over-allotment Option, being 30,000,000 Shares, representing 15.0% of the Shares initially available under the Global Offering.

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As a result of effecting transactions to stabilize or maintain the market price of the Shares, the Stabilizing Manager or its authorized agents may maintain a long position in the Shares. The size of the long position, and the period for which the Stabilizing Manager or its authorized agents will maintain the long position is at the discretion of the Stabilizing Manager or its authorized agents and is uncertain. In the event that the Stabilizing Manager or its authorized agents liquidates this long position by making sales in the open market, this may lead to a decline in the market price of the Shares.

Stabilizing activity by the Stabilizing Manager or its authorized agents is not permitted to support the price of the Shares for longer than the stabilizing period, which begins on the day on which trading of the Shares commences on the Hong Kong Stock Exchange and ends on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. The stabilizing period is expected to end on 21 May 2010. As a result, demand for the Shares, and its market price, may fall after the end of the stabilizing period.

Any stabilizing activity taken by the Stabilizing Manager or its authorized agents may not necessarily result in the market price of the Shares staying at or above the Offer Price either during or after the stabilizing period. Bids for or market purchases of the Shares by the Stabilizing Manager or its authorized agents may be made at a price at or below the Offer Price and therefore at or below the price paid for the Shares by investors.

In order to facilitate the settlement of over-allocations, the Stabilizing Manager or its authorized agents may, amongst other means, purchase Shares in the secondary market, enter into stock borrowing arrangements with holders of Shares, exercise the Over-allotment Option, engage in a combination of these means or otherwise as may be permitted under applicable laws. Any such secondary market purchases will be made in compliance with all applicable laws, rules and regulations.

The Stabilizing Manager or its authorized agents may borrow up to 30,000,000 Shares from Hopeland International, equivalent to the maximum number of additional Shares to be offered upon full exercise of the Over-allotment Option, under the Stock Borrowing Agreement. The stock borrowing arrangement under the Stock Borrowing Agreement will comply with the requirements set out in Rule 10.07(3) of the Listing Rules such that it will not be subject to the restrictions of Rule 10.07(1) of the Listing Rules. Rule 10.07(3) of the Listing Rules requires that:

- the Stock Borrowing Agreement will only be effected by the Stabilizing Manager or its authorized agents for settlement of over-allocations in the International Placing and solely covering any short position prior to the exercise of the Over-allotment Option;
- the maximum number of Shares to be borrowed from Hopeland International will be limited to the maximum number of Shares which may be issued or sold upon exercise of the Over-allotment Option;

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- the same number of Shares so borrowed must be returned to Hopeland International within the third business day, a day that is not a Saturday, Sunday or public holiday in Hong Kong, following the earlier of (i) the last day on the Over-allotment Option may be exercised, or (ii) the day on which the Over-allotment Option is exercised in full;
- borrowing of Shares pursuant to the Stock Borrowing Agreement will be effected in compliance with all applicable Listing Rules, laws and other regulatory requirements; and
- no payments will be made to Hopeland International by the Stabilizing Manager in relation to the Stock Borrowing Agreement.

In order to facilitate the settlement of over-allocations in connection with the Global Offering, the Sole Global Coordinator (or its affiliate(s)) may choose to borrow Shares from Hopeland International under stock borrowing arrangements, or acquire Shares from other sources, including the exercise of the Over-allotment Option. Such stock borrowing arrangements include the Stock Borrowing Agreement. The Stock Borrowing Agreement shall not be subject to the restrictions under Rule 10.07(1)(a) of the Listing Rules, which restricts the disposal of Shares by the Controlling Shareholders subsequent to the date of this prospectus, subject to compliance with the requirements in accordance with the requirements of Rule 10.07(3) of the Listing Rules.

The possible stabilizing action which may be taken by the Sole Global Coordinator in connection with the Global Offering may involve (among other things): (i) over-allocations of Shares, (ii) purchases of, or agreement to purchase, Shares, (iii) establishing, hedging and liquidating positions in Shares, (iv) exercising the Over-allotment Option in whole or in part and/or (v) offering or attempting to do any of the foregoing.

Specifically, prospective applicants for and investors in Offer Shares should note that:

- the Sole Global Coordinator may, in connection with any stabilizing action, maintain a long position in the Shares;
- there is no certainty regarding the extent to which and the time period for which the Sole Global Coordinator will maintain such a position;
- liquidation of any such long position by the Sole Global Coordinator may have an adverse impact on the market price of the Shares;

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- no stabilizing action can be taken to support the price of the Shares for longer than the stabilizing period which is expected to expire on 21 May 2010, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. After this date, when no further action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall;
- the price of any security (including the Shares) cannot be assured to stay at or above its offer price by the taking of any stabilizing action; and
- stabilizing bids may be made or transactions effected in the course of the stabilizing action at any price at or below the Offer Price, which means that stabilizing bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, the Shares.

LISTING ON OTHER STOCK EXCHANGE

The Directors are not considering any listing of the Company on any other overseas stock exchange. The Company has not submitted any application nor obtained any approval for the listing of the Shares on any other overseas stock exchange.