

FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES**1. Incorporation of our Company**

Our Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act on 3 March 2010 with an authorised share capital of HK\$10,000 divided into 1,000,000 Shares, of which 510,000 Shares and 490,000 Shares were allotted and issued nil-paid by our Company to VC Investments and Merlotte respectively on 8 April 2010. The said 1,000,000 nil-paid Shares were, on 17 May 2010, transferred to Sure Strategy at nil consideration and were subsequently paid up in the manner described in paragraph 4 below.

As our Company was incorporated in Bermuda, we operate subject to the relevant laws and regulations of Bermuda and our constitution which comprises a memorandum of association and the Bye-laws. A summary of the relevant laws and regulations of Bermuda and of our Company's constitution is set out in Appendix IV to this prospectus.

2. Changes in share capital of our Company*(a) Increase in authorised share capital*

On 8 September 2010, the authorised share capital of our Company was increased from HK\$10,000 to HK\$9,000,000 by the creation of 899,000,000 new Shares pursuant to a resolution passed by the sole Shareholder:

Immediately following completion of the Global Offering and the Capitalisation Issue (taking no account of any Shares which may be allotted and issued pursuant to the exercise of the options granted or which may be granted under the Share Option Scheme), our authorised share capital will be HK\$9,000,000 divided into 900,000,000 Shares, of which 438,000,000 Shares will be issued fully paid or credited as fully paid, and 462,000,000 Shares will remain unissued. Other than pursuant to the exercise of the options granted or which may be granted under the Share Option Scheme, there is no present intention to issue any of the authorised but unissued share capital of our Company and, without the prior approval of our Shareholders in general meeting, no issue of Shares will be made which would effectively alter the control of our Company.

Save as disclosed in this paragraph and in the paragraphs headed "Incorporation of our Company", "Resolutions in writing of all Shareholders passed on 8 September 2010" and "Group reorganisation" of this Appendix, there has been no alteration in the share capital of our Company since its incorporation.

(b) Founder shares

Our Company has no founder shares, management shares or deferred shares.

3. Resolutions in writing of all Shareholders passed on 8 September 2010

By resolutions in writing of all Shareholders passed on 8 September 2010:

- (a) we approved and adopted the Bye-laws;
- (b) conditional on (aa) the Listing Committee granting the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus, (bb) the Offer Price having been determined; (cc) the execution and delivery of the International Underwriting Agreement on or before the date as mentioned in this prospectus; and (dd) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise, in each case on or before such dates as may be specified in such underwriting agreement:
 - (i) the Global Offering was approved and our Directors were authorised to (aa) allot and issue the Offer Shares pursuant to the Global Offering; (bb) implement the Global Offering and the listing of Shares on the Main Board; and (cc) do all things and execute all documents in connection with or incidental to the Global Offering and the Listing with such amendments or modifications (if any) as our Directors may consider necessary or appropriate;
 - (ii) conditional on the share premium account of our Company being credited as a result of the Global Offering, our Directors were authorised to capitalise HK\$3,180,000 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 318,000,000 Shares for allotment and issue to holders of Shares whose names appeared on the register of members of our Company at the close of business on 8 September 2010 (or as they may direct) in proportion (as nearly as possible without involving fractions so that no fraction of a share shall be allotted and issued) to their then existing respective shareholdings in our Company and so that the Shares be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the then existing issued Shares and our Directors were authorised to give effect to such capitalisation;
 - (iii) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued), otherwise than by way of rights issue, scrip dividend schemes or similar arrangements in accordance with the Bye-laws, or upon the exercise of any options granted or which may be granted under the Share Option Scheme or under the Global Offering or the Capitalisation Issue, Shares with an aggregate nominal amount of not exceeding the sum of (aa) 20% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalisation Issue; and (bb) the nominal amount of the share capital of our Company which may be purchased by our Company pursuant to the authority granted to our Directors as referred to in sub-paragraph (iv) below, until the conclusion of the next annual general meeting of our Company, or the date by which the next annual general meeting of our Company is required by the Bye-laws or any applicable law to be held, or the passing of an ordinary resolution by our Shareholders revoking or varying the authority given to our Directors, whichever occurs first;

- (iv) a general unconditional mandate (the “**Repurchase Mandate**”) was given to our Directors to exercise all powers of our Company to purchase Shares on the Stock Exchange or other stock exchange on which the securities of our Company may be listed and recognised by the SFC and the Stock Exchange for this purpose, with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalisation Issue; until the conclusion of the next annual general meeting of our Company, or the date by which the next annual general meeting of our Company is required by the Bye-laws or any applicable law to be held, or the passing of an ordinary resolution by our Shareholders revoking or varying the authority given to our Directors, whichever occurs first; and
- (v) the extension of the general mandate to allot, issue and deal with Shares pursuant to paragraph (iii) above to include the nominal amount of Shares which may be purchased or repurchased pursuant to paragraph (iv) above; and
- (c) the form and substance of each of the service agreements made between our executive Directors and our Company, and the form and substance of each of the appointment letters made between each of our non-executive Directors and our independent non-executive Directors with our Company were approved and any Director other than the Director in respect of which the relevant service agreement/appointment letter relates was authorised to execute the service agreements/appointment letters for and on behalf of our Company.

4. Group reorganisation

The companies comprising our Group underwent a reorganisation to rationalise our Group’s structure in preparation for the Listing, which involved the following:

- (a) on 25 March 2010, Sure Strategy was incorporated in the BVI with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each, of which 49 shares and 51 shares were subscribed at par by each of Merlotte and VC Investments respectively;
- (b) on 17 May 2010, Merlotte and VC Investments transferred all of their respective shares, being the entire issued share capital in our Company, to Sure Strategy at nil consideration;
- (c) on 8 September 2010, the authorised share capital of our Company was increased from HK\$10,000 to HK\$9,000,000; and
- (d) on 8 September 2010, our Company as purchaser, VC Investments and Merlotte as vendors, and VC as warrantor, entered into a share transfer agreement, pursuant to which our Company acquired the entire issued share capital of FG Holdings in consideration of and in exchange for which our Company, (i) at the direction of VC Investments and Merlotte, allotted and issued, credited as fully paid, an aggregate of 1,000,000 Shares to Sure Strategy and 14,700 Shares and 15,300 Shares to Merlotte and VC Investments respectively; and (ii) credited as fully paid at par 1,000,000 nil-paid Shares then held by Sure Strategy.

5. Changes in share capital of our subsidiaries

Our subsidiaries are listed in the Accountants' Report set out in Appendix I to this prospectus.

Save for the alterations described in paragraph 4 of this section, the following alterations in the share capital of our subsidiaries took place within the two years immediately preceding the date of this prospectus:

- (a) Brilliant Fashion Inc. was incorporated in New York, the U.S. on 25 August 2009. It was authorised to issue 100 common shares without par value. 100 shares were issued and allotted to FG Holdings on the same date;
- (b) FG Shenzhen was established in the PRC on 15 December 2009 with a total investment amount of HK\$4,250,000 and a registered capital of HK\$3,000,000;
- (c) Happy Noble Holdings Limited was incorporated in the BVI on 15 July 2010 with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each; and
- (d) on 11 February 2010, Sky Winner Investment Limited was incorporated in Hong Kong with an authorised share capital of HK\$10,000 divided into 10,000 shares of HK\$1.00 each. On 11 February 2010, one share was allotted to Acota Services Limited and such share was transferred to an Independent Third Party. On 16 March 2010, 99 shares in Sky Winner Investment Limited were allotted and issued to four Independent Third Parties, together with the aforesaid one share, Sky Winner Investment Limited was owned by such four Independent Third Parties as to 50%, 17%, 17% and 16% respectively. On 24 August 2010, such four Independent Third Parties transferred their entire interests in Sky Winner Investment Limited to Happy Noble Holdings Limited at a consideration of HK\$100.

6. Further information about our Group's PRC establishments

Our Group has interest in the registered capital of three wholly foreign-owned enterprises in the PRC. A summary of the corporate information of these enterprises are set out as follows:

(a) *Jiangmen Factory*

- (i) Name of the enterprise: 江門冠暉製衣有限公司
(Jiangmen V-Apparel Manufacturing LTD.)
- (ii) Economic nature: Wholly foreign-owned enterprise
- (iii) Registered owners: Rocwide Limited (60%)
FG Holdings (40%)
- (iv) Total investment: HK\$60,000,000
- (v) Registered capital: HK\$30,000,000

(vi)	Attributable interest to our Group:	100%
(vii)	Term of operation:	From 31 May 2000 to 30 May 2050
(viii)	Scope of business:	Processing of all types of apparel products, sales and manufacture of supplementary materials of apparel products, wholesale and retail of all types of textile products including garment and supplementary materials (No establishment of stores, commodities involving quota permit management and specific regulation management should be handled in accordance with the relevant regulations of China)
<i>(b) FG Shanghai</i>		
(i)	Name of the enterprise:	福之源貿易(上海)有限公司 (Ford Glory Trading (Shanghai) Limited*)
(ii)	Economic nature:	Wholly foreign-owned enterprise
(iii)	Registered owner:	FG International
(iv)	Total investment:	RMB1,428,000
(v)	Registered capital:	RMB1,000,000
(vi)	Attributable interest to our Group:	100%
(vii)	Term of operation:	From 7 February 2006 to 6 February 2036
(viii)	Scope of business:	Import and export, wholesale and commissioned agency (excluding auction) of general merchandise, jewellery (rough diamond and cut diamond excluded), garment (apparel) and its raw and supplementary material, other relevant accessory service, business consultation (commodities involving quota permit management and specific regulation management should be handled with in accordance with the relevant regulations of China) (Those involving administrative permit to be operated under the permit)

(c) FG Shenzhen

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| (i) | Name of the enterprise: | 福源創業信息諮詢服務(深圳)有限公司
(Ford Glory (Shenzhen) International Ltd.*) |
| (ii) | Economic nature: | Wholly foreign-owned enterprise |
| (iii) | Registered owner: | FG International |
| (iv) | Total investment: | HK\$4,250,000 |
| (v) | Registered capital: | HK\$3,000,000 |
| (vi) | Attributable interest to our Group: | 100% |
| (vii) | Term of operation: | From 15 December 2009 to 15 December 2039 |
| (viii) | Scope of business: | Commodity information consultation, quality control and quality management services, supply chain management information service, logistic consultation and marketing planning (Restricted items not included) |

7. Repurchase by our Company of our own securities

This paragraph includes information required by the Stock Exchange to be included in this prospectus concerning the repurchase by us of our own securities.

(a) Shareholders' approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company listed on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

Note: Pursuant to a resolution in writing passed by all Shareholders on 8 September 2010, the Repurchase Mandate was given to our Directors authorising any repurchase by our Company of Shares on the Stock Exchange or any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, of up to 10% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalisation Issue, such mandate to expire at the conclusion of the next annual general meeting of our Company, or the date by which the next annual general meeting of our Company is required by the Bye-laws or applicable Bermuda law to be held, or the passing of an ordinary resolution by Shareholders in general meeting revoking or varying the authority given to our Directors, whichever occurs first.

(b) Source of funds

Repurchases must be paid out of funds legally available for the purpose in accordance with the Bye-laws and the Companies Act. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under Bermuda law, any repurchases by us may be made out of capital paid up on the repurchased shares or out of the funds of our Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. Any premium payable on a redemption or purchase over the par value of our Shares to be repurchased must be provided for out of funds of our Company which would otherwise be available for dividend or distribution or our Company's share premium account before our Shares are redeemed or repurchased.

(c) Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and our Shareholders for our Directors to have general authority from our Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if our Directors believe that such repurchases will benefit our Company and our Shareholders.

(d) Funding of repurchases

In repurchasing securities, we may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

On the basis of the current financial position of our Group as disclosed in this prospectus and taking into account our current working capital position, our Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Group as compared with the position disclosed in this prospectus. However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Group or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Group.

(e) General

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company or our subsidiaries.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If, as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Our Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

No connected person of our Company has notified us that he/she/it has a present intention to sell Shares to our Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

8. Registration under Part XI of the Companies Ordinance

Our Company has established our head office and a principal place of business in Hong Kong for the purpose of registration under Part XI of the Companies Ordinance at 19/F., Ford Glory Plaza, 37-39 Wing Hong Street, Cheung Sha Wan, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part XI of the Companies Ordinance. Ms. Chan Shuk Fun of Flat C, 57/F., Block 3, Seaview Crescent, 8 Waterfront Road, Tung Chung, New Territories, Hong Kong, our company secretary, has been appointed as agent of our Company for the acceptance of service of process in Hong Kong.

FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

9. Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of our Group within the two years preceding the date of this prospectus and are or may be material:

- (a) a nomination dated 28 October 2008 entered into by Billion Sun International Limited as nominator and FG International as nominee, pursuant to which Billion Sun International Limited nominated FG International to take up the assignment of the whole of the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong and directed the purchase balance of HK\$31,649,850 to be paid by FG International;
- (b) a nomination dated 28 October 2008 entered into by FG International as nominator and Billion Sun International Limited as nominee, pursuant to which FG International nominated Billion Sun International Limited to take up the assignment of the whole of the 18th Floor of Ford Glory Plaza, Kowloon, Hong Kong and directed the purchase balance of HK\$31,165,345 to be paid by Billion Sun International Limited;

- (c) a deed of mutual covenant and management agreement dated 29 December 2008 entered into among Sun Top Development Limited, FG International, Savills Billion Property Management Limited and The Bank of East Asia, Limited for the purposes of making provisions for the management of Ford Glory Plaza, Kowloon, Hong Kong and defining and regulating the rights, interests and obligations of all owners in respect of Ford Glory Plaza, Kowloon, Hong Kong;
- (d) an assignment dated 16 January 2009 entered into by Sun Top Development Limited and FG International, pursuant to which FG International was assigned the whole of the 19th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration HK\$31,165,345;
- (e) an assignment dated 16 January 2009 entered into by Sun Top Development Limited and FG International, pursuant to which FG International was assigned the whole of the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration HK\$31,649,850;
- (f) an equity transfer agreement dated 29 June 2009 and entered into by FG Holdings and Mr. Zou Weichang (鄒偉昌), pursuant to which FG Holdings acquired 8% equity interest in Jiangmen Factory;
- (g) a supplemental agreement dated 29 June 2009 and entered into by FG Holdings and Mr. Zou Weichang (鄒偉昌) to supplement the agreement in item (f) above, stating that the consideration for the transfer of 8% equity interest in Jiangmen Factory was HK\$3 million;
- (h) an equity transfer agreement dated 29 June 2009 and entered into by FG Holdings and Mr. Chen Tianhe (陳天賀), pursuant to which FG Holdings acquired 8% equity interest in Jiangmen Factory;
- (i) a supplemental agreement dated 29 June 2009 and entered into by FG Holdings and Mr. Chen Tianhe (陳天賀) to supplement the agreement in item (h) above, stating that the consideration for the transfer of 8% equity interest in Jiangmen Factory was HK\$3 million;
- (j) an equity transfer agreement dated 29 June 2009 and entered into by FG Holdings and Mr. Li Liupan (李柳泮), pursuant to which FG Holdings acquired 8% equity interest in Jiangmen Factory;
- (k) a supplemental agreement dated 29 June 2009 and entered into by FG Holdings and Mr. Li Liupan (李柳泮) to supplement the agreement in item (j) above, stating that the consideration for the transfer of 8% equity interest in Jiangmen Factory was HK\$3 million;
- (l) an equity transfer agreement dated 6 July 2009 and entered into by FG Holdings and Mr. Ding Congning (丁聰凝), pursuant to which FG Holdings acquired 8% equity interest in Jiangmen Factory;




- (m) a supplemental agreement dated 6 July 2009 and entered into by FG Holdings and Mr. Ding Congning (丁聰凝) to supplement the agreement in item (l) above, stating that the consideration for the transfer of 8% equity interest in Jiangmen Factory was HK\$5 million;
- (n) an equity transfer agreement dated 6 July 2009 and entered into by FG Holdings and Mr. Wang Jiabo (王家波), pursuant to which FG Holdings acquired 8% equity interest in Jiangmen Factory;
- (o) a supplemental agreement dated 6 July 2009 and entered into by FG Holdings and Mr. Wang Jiabo (王家波) to supplement the agreement in item (n) above, stating that the consideration for the transfer of 8% equity interest in Jiangmen Factory was HK\$5 million;
- (p) a share purchase agreement dated 25 February 2010 and entered into by V-Apparel International Limited and FG Holdings, pursuant to which FG Holdings acquired the entire issued share capital of and the loan to Rocwide Limited at a consideration of HK\$48,000,000;
- (q) an assignment dated 30 June 2010 entered into between FG International, Alpha Best Development Limited, Wan Wing Wing, Wan Wing Man and Ng Mei Yi for the assignment of Workshop A on the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration payable to FG International, when aggregated with those payable to FG International under the assignments of Workshops B, C, D and E on the 20th Floor of Ford Glory Plaza (items (r), (s), (t) and (u) below), amounted to HK\$29,000,000;
- (r) an assignment dated 30 June 2010 entered into between FG International, Alpha Best Development Limited and Wong Wai Ling Joan for the assignment of Workshop B on the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration payable to FG International, when aggregated with those payable to FG International under the assignments of Workshops A, C, D and E on the 20th Floor of Ford Glory Plaza (item (q) above and items (s), (t) and (u) below), amounted to HK\$29,000,000;
- (s) an assignment dated 30 June 2010 entered into between FG International and Alpha Best Development Limited for the assignment of Workshop C on the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration payable to FG International, when aggregated with those payable to FG International under the assignments of Workshops A, B, D and E on the 20th Floor of Ford Glory Plaza (items (q) and (r) above and items (t) and (u) below), amounted to HK\$29,000,000;
- (t) an assignment dated 30 June 2010 entered into between FG International, Alpha Best Development Limited and Kent Full Limited for the assignment of Workshop D on the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration payable to FG International, when aggregated with those payable to FG International under the assignments of Workshops A, B, C and E on the 20th Floor of Ford Glory Plaza (items (q), (r) and (s) above and item (u) below), amounted to HK\$29,000,000;

- (u) an assignment dated 30 June 2010 entered into between FG International, Alpha Best Development Limited, World Victoria Limited and D & G Property Investment Limited for the assignment of Workshop E on the 20th Floor of Ford Glory Plaza, Kowloon, Hong Kong at a consideration payable to FG International, when aggregated with those payable to FG International under the assignments of Workshops A, B, C and D on the 20th Floor of Ford Glory Plaza (items (q), (r), (s) and (t) above), amounted to HK\$29,000,000;
- (v) a share transfer agreement dated 8 September 2010 and entered into by our Company as purchaser, VC Investments and Merlotte as vendors, and VC as warrantor, pursuant to which our Company acquired the entire issued share capital of FG Holdings in consideration of and in exchange for which our Company (i) at the direction of VC Investments and Merlotte, allotted and issued, credited as fully paid, 1,000,000 Shares to VC Investments, Merlotte and/or Sure Strategy; and (ii) credited as fully paid at par 1,000,000 nil-paid Shares then held by Sure Strategy;
- (w) a deed of non-competition dated 8 September 2010 executed by VC as covenantor in favour of our Company (for ourselves and on behalf of our subsidiaries), details of which are set out in the paragraph headed “Non-competition undertaking” of the section headed “Relationship with the VC Group” in this prospectus;
- (x) a deed of indemnity dated 16 September 2010 executed by VC in favour of our Company (for ourselves and as trustee for our subsidiaries) containing the indemnities more particularly referred to in the paragraph headed “Estate duty, tax and other indemnities” of this Appendix; and
- (y) the Hong Kong Underwriting Agreement.

10. Intellectual property rights of our Group

Trademarks

As at the Latest Practicable Date, our Group had registered the following trademarks:

No.	Trademark	Registered owner	Place of registration	Class	Registration number	Duration of validity
1.		Jiangmen Factory	PRC	25 (Note 1)	3248453	21 January 2004 to 20 January 2014
2.		FG Shanghai	PRC	25 (Note 1)	3719076	21 June 2006 to 20 June 2016
3.		FG Shanghai (Note 2)	PRC	25 (Note 1)	3805094	21 October 2006 to 20 October 2016

Notes:

1. The specific goods under class 25 in respect of which these trademarks were applied for registration are clothing, footwear, headgear.
2. The trademark was registered by 江門市新會區福源利民貿易有限公司 (Jiangmen Xinhui Fuyuan Limin Trading Company Limited*) and was transferred to FG Shanghai on 21 January 2007.

As at the Latest Practicable Date, applications had been made by our Group for the registration of the following trademarks:

No.	Trademark	Applicant	Place of registration	Class	Application number	Application Date
1.		FG Shanghai	PRC	25 (Note 1)	8009728	20 January 2010
2.		Our Company	Hong Kong	25 (Note 1)	301592893	20 April 2010

Note:

1. The specific goods under class 25 in respect of which these trademarks were applied for registration are clothing, footwear, headgear.

Domain names

As at the Latest Practicable Date, our Group had registered the following domain names which are being used in the business of our Group:

No.	Domain name	Registrant	Registration date	Expiry date
1.	jmv-apparel.com	FG International	2 August 2005	2 August 2015
2.	fordglory.cn	Jiangmen Factory	10 January 2006	10 January 2011
3.	fordglory.com.cn	Jiangmen Factory	10 January 2006	10 January 2011
4.	glorytime.cn	FG International	11 January 2006	11 January 2011
5.	v-apparel.cn	Jiangmen Factory	11 January 2006	11 January 2012
6.	v-apparel.com.cn	Jiangmen Factory	11 January 2006	11 January 2012
7.	vapparel-id.com	FG International	13 February 2006	13 February 2011
8.	fordglory.com.hk	FG International	5 June 1998	1 September 2011
9.	glorytime.com.hk	Glory Time Limited	26 August 2004	28 August 2011

11. Connected transactions and related party transactions

Save as disclosed in the section headed “Continuing connected transactions” in this prospectus and in note 34 to the Accountants’ Report, the text of which is set out in Appendix I to this prospectus, during the two years immediately preceding the date of this prospectus, we have not engaged in any other material connected transactions or related party transactions.

FURTHER INFORMATION ABOUT DIRECTORS AND SHAREHOLDERS**12. Directors***(a) Disclosure of interests of Directors*

- (i) Each of Mr. Choi, Mr. Li and Mr. Chen is interested in the Reorganisation.
- (ii) Save as disclosed in this prospectus, none of our Directors or their associates was engaged in any dealings with our Group during the two years preceding the date of this prospectus.

*(b) Particulars of Directors’ service contracts***Executive Directors**

Each of our executive Directors has entered into a service contract with our Company pursuant to which they agreed to act as executive Directors for an initial term of three years with effect from 8 September 2010. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless either party has given at least three months’ written notice of non-renewal before the expiry of the then existing term.

Our executive Directors are not entitled to any director’s fee, but are entitled to basic salaries as set out below. Each of our executive Directors is entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of our Company may not exceed 10% of the audited combined or consolidated audited net profit of our Group (after taxation and minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of our Company. Further, each of our executive Directors is entitled to the use of a car of the style and model commensurate with his rank and position. An executive Director may not vote on any resolution of our Directors regarding the amount of the management bonus payable to him. The current basic annual salary of our executive Directors are as follows.

Name	Annual salary (HK\$)
Mr. Choi	1,200,000
Mr. Ng Tze On	660,000
Mr. Lau	780,000

Non-executive Directors and independent non-executive Directors

Each of our non-executive Directors and our independent non-executive Directors has been appointed for an initial term of two years commencing from 8 September 2010 renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by either our non-executive Directors or our independent non-executive Director or our Company expiring at the end of the initial term or at any time thereafter. Our non-executive Directors are not entitled to any director's fees, and each of our independent non-executive Directors is entitled to a director's fee of HK\$180,000 per annum. Save for directors' fees, where applicable, none of our non-executive Directors or our independent non-executive Directors is expected to receive any other remuneration for holding their office as a non-executive Director or an independent non-executive Director.

Save as disclosed aforesaid, none of our Directors has or is proposed to have a service contract with our Company or any of our subsidiaries other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

(c) Remuneration of Directors

- (i) The aggregate emoluments paid and benefits in kind granted by our Group to our Directors in respect of the financial year ended 31 March 2010 was approximately HK\$1.0 million.
- (ii) Under the arrangements currently in force, the aggregate emoluments (excluding discretionary bonus) payable by our Group to and benefits in kind receivable by our Directors (including our non-executive Directors and independent non-executive Directors) for the year ending 31 March 2011, are expected to be approximately HK\$3.0 million.
- (iii) None of our Directors or any past directors of any member of our Group has been paid any sum of money for each of the three years ended 31 March 2010 as (i) an inducement to join or upon joining our Company; or (ii) for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (iv) There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 31 March 2010.

(d) *Interests and short positions of our Directors in our Shares, underlying Shares or debentures of our Company and our associated corporations following the Global Offering*

Immediately following completion of the Global Offering and the Capitalisation Issue and taking no account of any Shares which may be allotted and issued pursuant to the Share Option Scheme, the interests or short positions of our Directors in the Shares, underlying Shares or debentures of our Company and our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to notify our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, will be as follows:

Name of Director	Name of Group member/ associated corporation	Capacity/nature of interest	Number and class of securities (Note 1)	Interest in underlying shares of share options (Note 1)	Approximate percentage of shareholding
Mr. Choi	Our Company	Interest of controlled corporation	317,552,000 Shares (L) (Note 2)	–	72.522%
	VC	Beneficial owner	7,980,000 VC Shares (L)	–	0.7%
		Beneficial owner	–	9,598,419 VC Shares (L) (Note 3)	0.9%
	Victory City Overseas Limited	Beneficial owner	700 redeemable non-voting preference shares of US\$1.00 each (L)	–	21.2%
Mr. Ng Tze On	Our Company	Beneficial owner	–	5,350,000 Shares (L) (Note 4)	1.2%
Mr. Lau	Mayer	Beneficial owner	49 shares of HK\$1.00 each (L)	–	49%
	Our Company	Beneficial owner	–	5,350,000 Shares (L) (Note 4)	1.2%

APPENDIX V
STATUTORY AND GENERAL INFORMATION

Name of Director	Name of Group member/ associated corporation	Capacity/nature of interest	Number and class of securities (Note 1)	Interest in underlying shares of share options (Note 1)	Approximate percentage of shareholding
Mr. Li	VC	Founder of a trust	175,788,682 VC Shares (L) (Note 5)	–	16.5%
		Beneficial owner	13,868,000 VC Shares (L)	–	1.3%
		Beneficial owner	–	1,599,737 VC Shares (L) (Note 6)	0.2%
	Victory City Company Limited	Beneficial owner	4,000,000 non-voting deferred shares of HK\$1.00 each (L)	–	50%
	Victory City Overseas Limited	Beneficial owner	1,300 redeemable non-voting preference shares of US\$1.00 each (L)	–	39.4%
Mr. Chen	VC	Founder of a trust	175,788,682 VC Shares (L) (Note 7)	–	16.5%
		Beneficial owner	15,555,000 VC Shares (L)	–	1.5%
		Beneficial owner	–	1,599,737 VC Shares (L) (Note 6)	0.2%
	Victory City Company Limited	Beneficial owner	4,000,000 non-voting deferred shares of HK\$1.00 each (L)	–	50%
	Victory City Overseas Limited	Beneficial owner	1,300 redeemable non-voting preference shares of US\$1.00 each (L)	–	39.4%

Notes:

1. The letter “L” denotes our Directors’ long position in the shares of our Company or the relevant associated corporation.
2. These Shares consist of 315,200,000 Shares held by Sure Strategy and 2,352,000 Shares held by Merlotte. Sure Strategy was owned as to 51% by VC Investments and 49% by Merlotte. Merlotte was wholly-owned by Mr. Choi.
3. On 23 May 2003, Mr. Choi was granted 1,500,000 options under the share option scheme of VC to subscribe for 1,500,000 VC Shares, exercisable at a price of HK\$2.35 per VC Share during a period from 27 May 2003 to 29 November 2011. The exercise price per VC Share and the number of VC Shares issuable upon exercise in full of these options were adjusted to HK\$2.20 and 1,599,736 respectively upon the rights issue of VC becoming unconditional on 13 January 2009.

On 9 October 2003, Mr. Choi was granted options under the share option scheme of VC to subscribe for 3,500,000 VC Shares, exercisable at a price of HK\$3.04 per VC Share during a period from 9 October 2004 to 29 November 2011. The exercise price per VC Share and the number of VC Shares issuable upon exercise in full of these options were adjusted to HK\$2.85 and 3,732,719 respectively upon the rights issue of VC becoming unconditional on 13 January 2009.

On 7 June 2004, Mr. Choi was granted options under the share option scheme of VC to subscribe for 4,000,000 VC Shares, exercisable at a price of HK\$3.15 per VC Share during a period from 7 June 2004 to 29 November 2011. The exercise price per VC Share and the number of VC Shares issuable upon exercise in full of these options were adjusted to HK\$2.95 and 4,265,964 respectively upon the rights issue of VC becoming unconditional on 13 January 2009.

4. On 2 June 2010, each of Mr. Ng Tze On and Mr. Lau was granted 5,350,000 options under the Share Option Scheme to subscribe for 5,350,000 Shares, exercisable at the Offer Price during a period from the Listing Date to 31 May 2020.
5. These VC Shares were held by Pearl Garden Pacific Limited. Pearl Garden Pacific Limited is wholly-owned by Cornice Worldwide Limited, the entire issued share capital of which is held by Trustcorp Limited as discretionary trustee for Mr. Li’s family.
6. On 9 October 2003, each of Mr. Li and Mr. Chen were granted 500,000 options under the option scheme of VC to subscribe for 500,000 VC Shares, exercisable at a price of HK\$3.04 per VC Share during a period from 9 October 2004 to 29 November 2011. The exercise price per VC Share and the number of VC Shares issuable upon exercise in full of these options were adjusted to HK\$2.85 and 533,246 respectively upon the rights issue of VC becoming unconditional on 13 January 2009 for each of Mr. Li and Mr. Chen.

On 7 June 2004, Mr. Li and Mr. Chen were granted options under the share option scheme of VC to subscribe for 1,000,000 VC Shares and 1,000,000 VC Shares respectively, exercisable at a price of HK\$3.15 per VC Share during a period from 7 June 2004 to 29 November 2011. The exercise price per VC Share and the number of VC Shares issuable upon exercise in full of these options were adjusted to HK\$2.95 and 1,066,491 respectively upon the rights issue of VC becoming unconditional on 13 January 2009 for each of Mr. Li and Mr. Chen.

7. These VC Shares were held by Madian Star Limited. Madian Star Limited is wholly-owned by Yonice Limited, the entire issued capital of which is held by Trustcorp Limited as discretionary trustee for Mr. Chen’s family.

13. Interest discloseable under the SFO and substantial shareholders

So far as our Directors are aware, immediately following completion of the Global Offering and the Capitalisation Issue (but without taking into account of any Shares which may be taken up under the Global Offering), other than a Director or chief executive of our Company whose interests are disclosed under the sub-paragraph headed “Interests and short positions of our Directors in our Shares, underlying Shares or debentures of our Company and our associated corporations following the Global Offering” of this section, the following persons will have an interest or short position in our Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and who will be expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of our Group:

Name of shareholders <i>(Note 1)</i>	Name of Group member/associated corporation	Capacity/nature of interest	Number and class of securities	Approximate percentage of shareholding
Sure Strategy	Our Company	Beneficial owner	315,200,000 Shares (L)	71.963%
VC Investments	Our Company	Beneficial owner	2,448,000 Shares (L)	0.559%
	Our Company	Interest of controlled corporation	315,200,000 Shares (L) <i>(Note 2)</i>	71.963%
VC <i>(Note 3)</i>	Our Company	Interest of controlled corporation	317,648,000 Shares (L)	72.522%
Merlotte	Our Company	Beneficial owner	2,352,000 Shares (L)	0.537%
	Our Company	Interest of controlled corporation	315,200,000 Shares (L) <i>(Note 2)</i>	71.963%
Ms. Chan Lai Fan <i>(Note 4)</i>	Our Company	Interest of spouse	317,552,000 Shares (L)	72.500%
Doncan Limited	Glory Time Limited	Beneficial owner	30 shares of HK\$1.00 each (L)	30.00%
4352785 Canada Inc.	Gojifashion Inc.	Beneficial owner	100 class “A” common shares with no nominal or par value	50.00%

Notes:

1. The letter “L” denotes the corporation’s long position in the Shares.
2. These Shares were held by Sure Strategy, which was owned as to 51% by VC Investments and 49% by Merlotte.
3. VC Investments was wholly-owned by VC.
4. Ms. Chan Lai Fan is the wife of Mr. Choi.

14. Disclaimers

Save as disclosed in this prospectus:

- (a) and taking no account of any Shares which may be taken up or acquired under the Global Offering or upon the exercise of any options granted or which may be granted under the Share Option Scheme, our Directors are not aware of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the Global Offering and the Capitalisation Issue, have an interest or a short position in Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group;
- (b) none of our Directors has any interest or short position in any of the shares, underlying shares or debentures of our Company or any associated corporations within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any of them is deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, in each case once our Shares are listed;
- (c) none of our Directors nor any of the parties listed in paragraph 22 has been interested in the promotion of, or has any direct or indirect interest in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to our Company or any of our subsidiaries, or are proposed to be acquired or disposed of by or leased to our Company or any other member of our Group nor will any Director apply for the Offer Shares either in his/her own name or in the name of a nominee;
- (d) none of our Directors nor any of the parties listed in paragraph 22 below is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business; and

- (e) save in connection with the Underwriting Agreements, none of the parties listed in paragraph 22 below:
 - (i) is interested legally or beneficially in any securities of any member of our Group; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

OTHER INFORMATION

15. Share Option Scheme

(a) *Summary of terms*

The following is a summary of the principal terms of the Share Option Scheme conditionally adopted by a resolution in writing passed by all Shareholders and approved by the shareholders of VC on 28 July 2010:

(i) Purpose of the scheme

The purpose of the Share Option Scheme is to enable us to grant options to selected participants as incentives or rewards for their contribution to us. Our Directors consider the Share Option Scheme, with its broadened basis of participation, will enable us to reward the employees, our Directors and other selected participants for their contributions to us. Given that our Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an option must be held before an option can be exercised on a case by case basis, and that the exercise price of an option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by our Directors, it is expected that grantees of an option will make an effort to contribute to our development so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the options granted.

(ii) Who may join

Our Directors (which expression shall, for the purpose of this paragraph 15, include a duly authorised committee thereof) may, at its absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (aa) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of our Company, any of our subsidiaries or any entity (the “**Invested Entity**”) in which any member of our Group holds an equity interest (the “**Option Qualified Employee**”);
- (bb) any non-executive directors (including independent non-executive directors) of our Company, any of our subsidiaries or any Invested Entity;

- (cc) any supplier of goods or services to any member of our Group or any Invested Entity;
- (dd) any customer of any member of our Group or any Invested Entity;
- (ee) any person or entity that provides research, development or other technological support to any member of our Group or any Invested Entity;
- (ff) any shareholder of any member of our Group or any Invested Entity or any holder of any securities issued by any member of our Group or any Invested Entity;
- (gg) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of our Group or any Invested Entity;
- (hh) (for so long as VC remains as a controlling shareholder (as defined in the Listing Rules) of our Company) any employee or proposed employee (whether full time or part time) of VC, any of its subsidiaries or any entity in which VC or any of its subsidiaries holds an equity interest, including any executive director of VC, any of such subsidiaries or any entity in which VC or any of its subsidiaries holds an equity interest;
- (ii) (for so long as VC remains as a controlling shareholder (as defined in the Listing Rules) of our Company) any non-executive directors (including independent non-executive directors) of VC, any of its subsidiaries or any entity in which VC or any of its subsidiaries holds an equity interest; and
- (jj) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of our Group,

and, for the purposes of the Share Option Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any options by our Company for the subscription of Shares or other securities of our Group to any person who falls within any of the above classes of participants shall not, by itself, unless our Directors otherwise determined, be construed as a grant of option under the Share Option Scheme.

The eligibility of any of the above classes of participants to the grant of any option shall be determined by our Directors from time to time on the basis of our Directors' opinion as to his contribution to the development and growth of our Group.

(iii) Maximum number of Shares

- (aa) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by our Group shall not exceed 30% of the share capital of our Company in issue from time to time.

- (bb) The total number of Shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of our Group) to be granted under the Share Option Scheme and any other share option scheme of our Group must not in aggregate exceed 10% of the Shares in issue at the time dealings in the Shares first commence on the Stock Exchange (the “**General Scheme Limit**”).
 - (cc) Subject to (aa) above but without prejudice to (dd) below, our Company may seek approval of our Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share options scheme of our Group must not exceed 10% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of our Group) previously granted under the Share Option Scheme and any other share option scheme of our Group will not be counted. The circular sent by our Company to the Shareholders shall contain, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.
 - (dd) Subject to (aa) above and without prejudice to (cc) above, our Company may seek separate Shareholders’ approval in general meeting to grant options under the Share Options Scheme beyond the General Scheme Limit or, if applicable, the extended limit referred to in (cc) above to participants specifically identified by our Company before such approval is sought. In such event, our Company must send a circular to the Shareholders containing a general description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.
- (iv) Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of our Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of our Company for the time being (the “**Individual Limit**”). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the Shareholders in general meeting of our Company with such grantee and his associates abstaining from voting. The number and terms (including the exercise price) of options to be granted must be fixed before Shareholders’ approval and

the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

(v) Grant of options to connected persons

- (aa) Any making of an offer for the grant of options under the Share Option Scheme to any director, chief executive or substantial shareholder of our Company or any of their respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed grantee of an option).
- (bb) Where any grant of options to a substantial shareholder or an independent non-executive director of our Company or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each offer for the grant, in excess of HK\$5 million;

such further grant of options must be approved by the Shareholders in general meeting. Our Company must send a circular to the Shareholders. All connected persons of our Company must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of options granted to any grantee who is a substantial shareholder or an independent non-executive director of our Company, or any of their respective associates must be approved by the Shareholders in general meeting.

(vi) Time of acceptance and exercise of option

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by our Directors to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by our Directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

(vii) Performance targets

Unless our Directors otherwise determined and stated in the offer for the grant of options to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before the exercise of an option granted to him.

(viii) Subscription price for Shares and consideration for the option

The subscription price for any option to subscribe for the Shares under the Share Option Scheme shall be at the discretion of our Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lot of the Shares on the date of the offer of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of a Share.

In respect of options granted prior to Listing, the subscription price must be determined in accordance with the applicable Listing Rules requirements, in particular Note (2) to Rule 17.03(9) of the Listing Rules.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

(ix) Ranking of Shares

(aa) Shares to be allotted and issued upon the exercise of an option will be subject to all the provisions of the Bye-laws and will rank *pari passu* in all respects with the then existing fully paid Shares in issue on the date on which the option is duly exercised or, if that date falls on a day when the register of members of our Company is closed, the first day of the re-opening of the register of members (the “**Exercise Date**”) and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an option shall not carry voting rights until the name of the grantee has been duly entered on the register of members of our Company as the holder thereof.

(bb) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of our Company of such nominal amount as shall result from a subdivision, consolidation, re-classification or re-construction of the share capital of our Company from time to time.

(x) Restrictions on the time of the offer for the grant of options

No offer for grant of options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (aa) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (bb) the deadline for our Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no offer for grant option may be granted.

Our Directors may not make any offer for the grant of option to a participant who is a Director during the periods or times in which our Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by our Company.

(xi) Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted.

(xii) Rights on ceasing employment

If the grantee of an option is an Option Qualified Employee and in the event of his ceasing to be an Option Qualified Employee for any reason other than death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on one or more of the grounds referred to in sub-paragraph (xiv) of this section before exercising his option in full, the option (to the extent not already exercised) will lapse on the date of cessation and shall not be exercisable unless our Directors otherwise determine in which event the grantee may exercise the option (to the extent not already exercised) in whole or in part within such period as our Directors may determine following the date of such cessation or termination, which will be taken to be the last day on which the grantee was at work with our Group or the Invested Entity whether salary is paid in lieu of notice or not.

Option Qualified Employee means any employee (whether full time or part time employee, including any executive director but not any non-executive director) of our Company, any of our subsidiaries or any Invested Entity.

(xiii) Rights on death, ill-health or retirement

If the grantee of an option is an Option Qualified Employee and in the event of his ceasing to be an Option Qualified Employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the option in full, his personal representative(s), or, as appropriate, the grantee may exercise the option

(to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation of employment which date shall be the last day on which the grantee was at work with our Group or the Invested Entity whether salary is paid in lieu of notice or not or such longer period as our Directors may determine.

(xiv) Rights on dismissal

If the grantee of an option is an Option Qualified Employee and ceases to be an Option Qualified Employee by reason of termination of his employment on the grounds that he has been guilty of persistent or serious misconduct or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of our Directors does not bring the grantee or any member of our Group or the Invested Entity into disrepute), his option (to the extent not already exercised) will lapse automatically on the date of cessation to be an Option Qualified Employee.

(xv) Rights on breach of contract

If our Directors shall at their absolute discretion determine that (aa) (1) the grantee of any option (other than an Option Qualified Employee) or his associate has committed any breach of any contract entered into between the grantee or his associate on the one part and any member of our Group or any Invested Entity on the other part; or (2) that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (3) the grantee could no longer make any contribution to the growth and development of any member of our Group by reason of the cessation of its relations with our Group or by other reason whatsoever; and (bb) the option granted to the grantee under the Share Option scheme shall lapse as a result of any event specified in sub-paragraphs (1), (2) and (3), his option will lapse automatically on the date on which our Directors have so determined.

(xvi) Rights on a general offer, a compromise or arrangement

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, our Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the options granted to them, Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, a grantee shall be entitled to exercise his option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to our Company in exercise of his option at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under such scheme of arrangement, as the case may be. Subject to the above, an option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes, or the relevant date for entitlements under such scheme of arrangement, as the case may be.

(xvii) Rights on winding up

In the event of a resolution being proposed for the voluntary winding-up of our Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to our Company at any time not less than two business days before the date on which such resolution is to be considered and/or passed, exercise his option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the Share Option Scheme and our Company shall allot and issue to the grantee the Shares in respect of which such grantee has exercised his option not less than one business day before the date on which such resolution is to be considered and/or passed whereupon the grantee shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of our Company available in liquidation *pari passu* with the holders of the Shares in issue on the day prior to the date of such resolution. Subject thereto, all options then outstanding shall lapse and determine on the commencement of the winding-up of our Company.

(xviii) Grantee being a company wholly owned by eligible participants

If the grantee is a company wholly owned by one or more eligible participants:

- (i) sub-paragraphs (xii), (xiii), (xiv) and (xv) shall apply to the grantee and to the options to such grantee, *mutatis mutandis*, as if such options had been granted to the relevant eligible participant, and such options shall accordingly lapse or fall to be exercisable after the event(s) referred to in sub-paragraphs (xii), (xiii), (xiv) and (xv) shall occur with respect to the relevant eligible participant; and
- (ii) the options granted to the grantee shall lapse and determine on the date the grantee ceases to be wholly owned by the relevant eligible participant provided that our Directors may in their absolute discretion decide that such options or any part thereof shall not so lapse or determine subject to such conditions or limitations as they may impose.

(xix) Adjustments to the subscription price

In the event of a capitalisation issue, rights issue, subdivision or consolidation of Shares or reduction of capital of our Company while an option remains exercisable, such corresponding alterations (if any) certified by the auditors for the time being of or an independent financial adviser to our Company as fair and reasonable will be made to the number or nominal amount of Shares, to which the Share Option Scheme or any option relates (insofar as it is/they are unexercised) and/or the subscription price of the option concerned and/or (unless the grantee of the option elects to waive such adjustment) the number of Shares comprised in an option or which remains comprised in an option, provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he would have been entitled to subscribe had he exercised all the

options held by him immediately prior to such adjustment prior to such alteration; (ii) the issue of Shares or other securities of our Group as consideration in a transaction shall not be regarded as a circumstance requiring adjustment; (iii) no adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and (iv) any adjustment must be made in compliance with the Listing Rules and such rules, codes, guidance notes and/or interpretation of the Listing Rules of the Stock Exchange from time to time. In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditors or independent financial adviser must confirm to our Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

(xx) Cancellation of options

Any cancellation of options granted but not exercised must be subject to the prior written consent of the relevant grantee and the approval of our Directors.

When our Company cancels any option granted to a grantee but not exercised and issues new option(s) to the same grantee, the issue of such new option(s) may only be made with available unissued options (excluding the options so cancelled) within the General Scheme Limit or the new limits approved by the Shareholders pursuant subparagraphs (iii) (cc) and (dd) above.

(xxi) Termination of the Share Option Scheme

Our Company may by resolution in general meeting at any time terminate the operation of the Share Option Scheme and in such event no further options shall be offered but in all other respects the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(xxii) Rights are personal to the grantee

An option is personal to the grantee and shall not be transferable or assignable.

(xxiii) Lapse of option

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

(aa) the expiry of the period referred to in paragraph (vi); and

(bb) the expiry of the periods or dates referred to in paragraph (xii), (xiii), (xiv), (xv), (xvi), (xvii) and (xviii).

(xxiv) Others

- (aa) The Share Option Scheme is conditional upon the Listing Committee granting the listing of and permission to deal in, such number of Shares representing the General Scheme Limit to be issued by our Company pursuant to the exercise of any options in accordance with the terms and conditions of the Share Option Scheme.
- (bb) The terms and conditions of the Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees of the options except with the prior sanction of a resolution of the shareholders in general meeting.
- (cc) Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature of options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme.
- (dd) The amended terms of the Share Option Scheme or the options shall comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (ee) Any change to the authority of our Directors or the scheme administrators in relation to any alteration to the terms of the Share Option Scheme shall be approved by the Shareholders in general meeting.
- (ff) For so long as the Company shall remain a subsidiary of VC, the terms of the Share Option Scheme and/or its administration shall also comply with the requirements of the Listing Rules (if applicable) to which VC is subject.
- (gg) The Share Option Scheme complies with Chapter 17 of the Listing Rules.

(b) Present status of the Share Option Scheme

(i) Approval of the Listing Committee required

The Share Option Scheme is conditional on the Listing Committee granting the listing of, and permission to deal in, such number of Shares representing the General Scheme Limit to be issued by our Company pursuant to the exercise of any options in accordance with the terms and conditions of the Share Option Scheme.

(ii) Application for approval

Application has been made to the Listing Committee for the listing of and permission to deal in the Shares to be issued within the General Scheme Limit pursuant to the exercise of any options which may be granted under the Share Option Scheme.

(iii) Grant of option

As at the Latest Practicable Date, 41,900,000 options were conditionally granted under the Share Option Scheme. Based on 438,000,000 Shares in issue upon completion of the Global Offering and on the assumption that all options are exercised, the Shares to be issued pursuant to the exercise of the share options in full will represent approximately 9.57% of the Shares in issue upon completion of the Global Offering and approximately 8.73% of the Shares in issue as enlarged by the issue of Shares upon the exercise of the share options.

(iv) Value of options

The costs of the options granted under the Share Option Scheme are calculated using the Binomial Model with assumptions on various inputs to the model such as the expected yield and share price volatility and on the basis of the exercise price being the Offer Price of HK\$0.50 to HK\$0.60, the fair value of the share options granted on 2 June 2010 is estimated to be approximately HK\$6.81 million to HK\$8.18 million; and given the grant of options is effective on the Listing Date, which is currently estimated to be 5 October 2010, the amount that will be charged to our profit or loss in the second half of the year ending 31 March 2011 as equity-settled expenses will be approximately HK\$6.81 million to HK\$8.18 million, respectively. Our Directors would like to emphasise that such cost is a current estimation for reference only and the final amount to be recognised to the profit or loss for the year ending 31 March 2011 is subject to adjustment based on audit and the then changes in variables and assumptions.

(c) *Details of the outstanding options granted under the Share Option Scheme*

As at the Latest Practicable Date, 41,900,000 options were conditionally granted under the Share Option Scheme. Based on 438,000,000 Shares in issue upon completion of the Global Offering and on the assumption that all options are exercised, the Shares to be issued pursuant to the exercise of the share options in full will represent approximately 9.57% of the Shares in issue upon completion of the Global Offering and approximately 8.73% of the Shares in issue as enlarged by the issue of Shares upon the exercise of the share options. The grant of 41,900,000 options complies with the terms of the Share Option Scheme and Chapter 17 of the Listing Rules.

Details of the options granted were set out below:

Grant date: 2 June 2010

Exercise price: the Offer Price

Consideration paid: HK\$1
by the grantees

Conditions: No conditions are attached saved for those provided in the Share Option Scheme

Details of the grantees and the options granted to them were set out below:

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
1.	Ng Tsze Lun (Marketing director of FG International)	Flat 2, G/F, Block A, Billion Terrace, 137-139 Blue Pool Road, Happy Valley, Hong Kong	Note 2	21,000,000 Shares	4.37%
2.	Ng Tze On (Director)	Ground Floor, No. 190 Mong Chan Estate DD129 Lot 1495, Lau Fou Shan, Yuen Long, New Territories, Hong Kong	Note 2	5,350,000 Shares	1.11%
3.	Lau Kwok Wa, Stanley (Director)	No. 41 Bauhinia Road North, Section M, Fairview Park, Yuen Long, New Territories, Hong Kong	Note 2	5,350,000 Shares	1.11%
4.	Chan Shuk Fun (Assistant general manager of FG International and company secretary of our Company)	Flat C, 57/F, Block 3, Seaview Crescent, 8 Waterfront Road, Tung Chung, New Territories, Hong Kong	Note 2	800,000 Shares	0.16%
5.	Cheng Sylvia (General merchandising manager of FG International)	Flat C, 10/F, Block 10, Metro City Phase II, Tseung Kwan O, Kowloon, Hong Kong	Note 2	800,000 Shares	0.16%
6.	Cheng Kam Wan (General merchandising manager of FG International)	Room 9, 21/F, Block C, Serenade Cove, 623 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong	Note 2	800,000 Shares	0.16%
7.	Leung Suk Hing (Merchandising manager of FG International)	Flat G, 1/F, Block 9, Kenswood Centre Phase 7, Kingswood Villas, Tin Shui Wai, New Territories, Hong Kong	Note 2	400,000 Shares	0.08%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
8.	Ching Chor Bik (Shipping manager of FG International)	Flat C, 12/F, Tower 3, Aegean Coast, 2 Kwun Tsing Road, So Kwun Wat, Tuen Mun, New Territories, Hong Kong	Note 2	400,000 Shares	0.08%
9.	Chan Mi Wa (Accounting manager of FG International)	Room 1303, 13/F, Ka Wui House, Ka Keung Court, Wang Tau Hom, Kowloon, Hong Kong	Note 2	400,000 Shares	0.08%
10.	Cheuk Tak Kwong (Production executive of FG International)	Room 6, 13/F, Shun Shing House, Shun Chi Court, Kwun Tong, Kowloon, Hong Kong	Note 2	400,000 Shares	0.08%
11.	Yiu Kit Kee (Merchandising manager of FG Shenzhen)	Flat B, 16/F, Block 88, Broadway Street, Mei Foo Sun Chuen, Kowloon, Hong Kong	Note 2	200,000 Shares	0.04%
12.	Lau Fat Chuen (General manager and the director of Jiangmen Factory)	1/F, Block 26, Opulent Villa, 116 To Yuen Wai, Lam Tei, Tuen Mun, New Territories, Hong Kong	Note 2	200,000 Shares	0.04%
13.	Tang Man Yi (Executive officer of FG International)	Flat 4, 20/F, Kwai Fung House, Kwai Chun Court, Kwai Chung, New Territories, Hong Kong	Note 2	200,000 Shares	0.04%
14.	Lam Pui Yi (Assistant manager of FG International)	Flat B, 38/F, Tower 3, The Pacifica, Cheung Sha Wan, Kowloon, Hong Kong	Note 2	200,000 Shares	0.04%
15.	Lo Sze Wan (Assistant merchandising manager of FG International)	Flat B, 12/F, 88 Aberdeen Main Road, Hong Kong	Note 2	200,000 Shares	0.04%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
16.	Hown Yee Wa (Merchandising manager of FG International)	Flat 4, 3/F, Block G, Ching Lai Court, Lai Chi Kok Bay, Kowloon, Hong Kong	Note 2	200,000 Shares	0.04%
17.	Yung Siu Chin (Merchandising manager of FG International)	Flat B, 1/F, Tower 6, Tai Hing Gardens, Phase II, Tuen Mun, New Territories, Hong Kong	Note 2	200,000 Shares	0.04%
18.	Yeung King Man (Merchandising manager of FG International)	Room 8, 10/F, Block H, Man Hei Mansion, Chun Man Court, Homantin, Kowloon, Hong Kong	Note 2	200,000 Shares	0.04%
19.	Hui Yee Ling (Merchandising manager of FG International)	Room 808, 8/F, Yan King House, King Shing Court, Fanling, New Territories, Hong Kong	Note 2	200,000 Shares	0.04%
20.	Tang Yiu Hong, Eric (Administration manager of FG International)	Suite 3130, 31/F, Tower 3, Harbourview Horizon, 12 Hung Lok Road, Hung Hom Bay, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
21.	Chan Sau Ying (Administrative assistant of FG International)	8/F, 20 Kweilin Street, Sham Shui Po, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
22.	Tang Miu Fun (Administrative assistant of FG International)	Flat G, 9/F, Block 5, Kingsford Terrace, 8 King Tung Street, Ngau Tsz Wan, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
23.	Mok Mei Che, Amy (Administrative assistant of FG International)	Flat A, 22/F, Block 1, Aqua Marine, Cheung Sha Wan, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
24.	Wong Cheung Ling (Messenger of FG International)	Room 634, Block 3, Lai King Estate, Kwai Chung, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
25.	Fong Po Wah (Assistant merchandising manager of FG International)	Flat A, 16/F, Block 1, Nerine Cove, 23 Hang Fu Street, Tuen Mun, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
26.	Lee Lai Ping (Assistant merchandising manager of FG International)	Flat C, Room 1408, 14/F, On Wah House, Lok Wah Estate, Ngau Tau Kok, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
27.	Yuen Kit Yee (Assistant merchandising manager of FG International)	Flat 104, Koon Ming Court, Chung Ming House, Junk Bay, Hong Kong	Note 2	100,000 Shares	0.02%
28.	Leung Kin Pong (Assistant merchandising manager of FG International)	Room 1113, Wo Muk House, Lei Cheng Uk Estate, Cheung Sha Wan, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
29.	Poon Chi Lok (Assistant merchandising manager of FG International)	Room 1101, 11/F, Tak Lok House, Tak Tin Estate, Lam Tin, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
30.	Cheung Kit Man (Shipping supervisor of FG International)	Room 2308, 23/F, Siu Cheong Hse, Siu Hong Court, Tuen Mun, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
31.	Chan Tin Wai, Grace (Senior shipping clerk of FG International)	Room 2902, Block E, Wah Yan House, Ching Wah Court, Tsing Yi, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
32.	To, Kam Lun Brian (Group MIS manager of VC)	Flat F, 20/F, Block 2, Seaview Crescent, Tung Chung, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
33.	Li Wai Man (Senior accountant of FG International)	Flat A, 3/F, Hayon Building, 8 Tak Cheong Lane, Yaumatei, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
34.	Ho Wai Kuong (Accountant of FG International)	Flat 12, 26/F, Hiu Ching House, Hiu Lai Court, Kwun Tong, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
35.	Wong Sai Yuen (Accountant of FG International)	Flat 505, 4/F, Block C, I-Feng Mansion, 237- 239 Tokwawan Road, Tokwawan, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
36.	Ng Kar Wah (Merchandiser I of FG International)	G/F, No. 190 Mong Tseng Estate, DD129 Lot 1495, Lau Fou Shan, Yuen Long, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
37.	Choi Kai Chung (Merchandiser I of FG Shenzhen)	Room 403, Shun Hei House, Siu Hei Court, Tuen Mun, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
38.	Yau King Wai (Assistant merchandising manager of FG Shenzhen)	Flat A, 8/F, Block 7, Cherry Mansions, Whampoa Garden, Hung Hom, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
39.	Cheung Lai Wan (Senior merchandiser of FG Shenzhen)	Room 1801, 18/F Yue King House, Siu Shan Court, Tuen Mun, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
40.	Leung Pui Fan (Senior merchandiser of FG Shenzhen)	Flat F, 10/F, Block 11, Glorious Garden, Tuen Mun, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
41.	Lau, Tak Sing Ricky (QC manager of FG Shenzhen)	Room 610, Block B, Yee Nga Court, Tai Po, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
42.	Kiang Yee Leung (Manager of FG International)	2/F, Block 2, 203 Wong Nai Tun Tsuen, Yuen Long, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
43.	Ng Kar Ki, Sam (Assistant merchandiser of FG International)	G/F, No. 190 Mong Chan Estate, DD129 Lot 1495, Lau Fou Shan, Yuen Long, New Territories, Hong Kong	Note 2	100,000 Shares	0.02%
44.	Chan Tin Yee (QC manager of Jiangmen Factory)	Room 2804, 28/F, Po Wo House, Po Pui Court, Kwun Tong, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
45.	Cheng Po Yuk (General manager of PT. Victory Apparel Semarang)	Room 6, 13/F, Shun Shing House, Shun Chi Court, Kwun Tong, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
46.	Ho Mun Yee, Vienn (Merchandising manager of FG International)	Room 2110, 21/F Hong Shui Court, 133 Pik Wan Road, Lam Tin, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%
47.	Lai Ming Hin (Assistant merchandising manager of FG International)	Room 3801, Kwan Ming House, Yuk Ming Court, Junk Bay, Kowloon, Hong Kong	Note 2	100,000 Shares	0.02%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
48.	Wong Yuet Sin (Sample co-ordinator of FG International)	Room 1802, 18/F, Block C, Allway Garden, Tsuen Wan, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
49.	Hui Mei Wah (Chief graphic designer of FG International)	Flat C, 41/F, Tower 5, Sorrento, 1 Austin Road West, Tsim Sha Tsui, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
50.	Au Yeung Che Wing (Manager of FG Shenzhen)	Room 211, 2/F, Magnolia House, Matauwei Estate, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
51.	Ng Tze Yin (Driver of FG International)	Flat A, 22/F, Block 1, Aqua Marine, Cheung Sha Wan, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
52.	Chung Wing Yam (Driver of FG International)	Room 1809, 18/F, Lung Fuk House, Lower Wong Tai Sin Estate, Wong Tai Sin, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
53.	Chan Chuen Ho (Senior personnel & administrative assistant of FG International)	Flat 2415, 24/F, Shui Kwok House, Tin Shui Wai, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
54.	Lo Kai Chi (Senior personnel & administrative assistant of FG International)	Flat 1756, Shek Yuk Hse, Chun Shek Estate, Shatin, New Territories, Hong Kong	Note 3	50,000 Shares	0.01%
55.	Wong Ka Man (Merchandiser II of FG International)	Flat H, 45/F, Tower 2 Royal Green, Sheung Shui, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
56.	Pang Chik Keung, Samuel (Senior merchandise of FG International)	Flat A2, 15/F, Block A, Belcher Court, 2 Sai Cheung Street, Kennedy Town, Hong Kong	Note 2	50,000 Shares	0.01%
57.	Hui Chi Ping, Daisy (Merchandising manager of FG International)	4A, Carlton Court, 5 Marconi Road, Kowloon, Hong Kong	Note 4	50,000 Shares	0.01%
58.	Lo Siu Wai (Assistant merchandising manager of FG International)	Room 1908, 19/F, Shing Chung House, Mei Chung Court, Tai Wai, New Territories, Hong Kong	Note 5	50,000 Shares	0.01%
59.	Chan Yuk Wah (Senior merchandise of FG International)	Room 3901, Chung Ying House, Tin Chung Court, Tin Shui Wai, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
60.	So Chi Wai (Assistant merchandising manager of FG International)	Room G, 9/F, Block 6, Belair Monte, 3 Ma Sik Road, Fanling, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
61.	Wang Ping Ping (Merchandise I of FG International)	Flat B, 26/F, Fu Kar Court, 32 Fortress Hill Road, North Point, Hong Kong	Note 2	50,000 Shares	0.01%
62.	Tse Ching Suen, Venus (Merchandise II of FG International)	Flat G, 42/F, Block 8, Metro Harbour View, 8 Fuk Lee Street, Tai Kok Tsui, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
63.	So Tsz Ying (Merchandise II of FG International)	Room 2706, Hong King House, Hong Yat Court, Lam Tin, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
64.	Lai Wing Kit (Assistant merchandiser II of FG International)	Flat 3507, 35/F, Ming Kok House, Ming Tak Estate, Tseung Kwan O, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
65.	Wong Siu Tong (System administrator of FG International)	Flat C, 10/F, Top View Mansion, 10 Canal Road West, Wanchai, Hong Kong	Note 2	50,000 Shares	0.01%
66.	Tang Ho Kwan, Tammy (Assistant accountant of FG International)	Flat 8, 16/F, Hang Sam House, King Tin Court, Shatin, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
67.	Wong Kam Wah (Accountant of FG International)	Flat D, 26/F, Tower 2, Ocean Pointe, 8 Sham Tsz Street, Sham Tseng, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
68.	Lau Chung Wa, Lucy (Accounting assistant of FG International)	Flat 33, 2/F, Chung Ying Building, 163 Tai Kok Tsui Road, Tai Kok Tsui, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
69.	Chan Yi Hung (Merchandiser II of FG Shenzhen)	Flat B, 4/F, Block 5, Yuet Wu Villa, Tuen Mun, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
70.	Chan Chi Ho (Merchandiser I of FG Shenzhen)	Room 1512, Choi Wu House, Choi Yuen Estate, Sheung Shui, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
71.	Chan Sau Wai (Senior merchandiser of FG Shenzhen)	Flat D, 1/F, Block 5, Tsui Ning Garden, Tuen Mun, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%

	Name of grantees (Position in our Group)	Residential address of grantees	Exercise period	Number of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme	Approximate percentage of Shares to be allotted upon exercise in full of the options granted under the Share Option Scheme (Note 1)
72.	Man Pui Yee (Merchandiser I of FG Shenzhen)	Room 3005, 30/F, Tin Yee House, Tin Ping Estate, Sheung Shui, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
73.	Tsui Yau Tak (Assistant compliance manager of FG Shenzhen)	17B, Kelly House, Gresson Street, Wan Chai, Hong Kong	Note 2	50,000 Shares	0.01%
74.	Law, Yuk Bing Oliver (Technical officer of FG Shenzhen)	25 Yung Shue Long Old Village, Yung Shue Wan, Lamma Island, Hong Kong	Note 2	50,000 Shares	0.01%
75.	Lai Wai Yuk (Shipping supervisor of FG Shenzhen)	Room 1929, 19/F, Kwai Yuen House, Chuk Yuen South Estate, Wong Tai Sin, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
76.	Yeung Yuk Wan (Senior shipping clerk of FG Shenzhen)	Room B, 30/F, Block 4, Saddle Ridge Garden, Ma On Shan, New Territories, Hong Kong	Note 2	50,000 Shares	0.01%
77.	Cheng Chor Kam (Assistant merchandising manager of FG International)	Room 3104, 31/F, Choi Man House, Homantin Estate, Kowloon, Hong Kong	Note 2	50,000 Shares	0.01%
78.	Karolyn Kiu Sai Kong (Office administrator of CSG Apparel Inc.)	76 John Button Blvd., Markham, Ontario, Canada. L3R9B2	Note 2	50,000 Shares	0.01%
79.	Im Tong (Director of Value Plus (Macao Commercial Offshore) Limited)	No.83, B1.2. Edif. Ko Fong, 21 Andar-I, Avenda General Castelo Dranco, Macau	Note 2	50,000 Shares	0.01%
Total				41,900,000 Shares	8.73%

Notes:

1. These percentages are calculated on the basis of 479,900,000 Shares in issue immediately following completion of the Global Offering and the Capitalisation Issue (as enlarged by the exercise in full of all the options granted under the Share Option Scheme as at the Latest Practicable Date), and assuming that all the options granted under the Share Option Scheme are exercised in full at the same time.
2. These options are exercisable by the relevant grantees during the period commencing from Listing Date and ending on 31 May 2020.
3. These options are exercisable by Mr. Lo Kai Chi during the period commencing from 1 March 2012 and ending on 31 May 2020.
4. These options are exercisable by Ms. Hui Chi Ping, Daisy during the period commencing from 5 January 2011 and ending on 31 May 2020.
5. These options are exercisable by Mr. Lo Siu Wai during the period commencing from 5 January 2011 and ending on 31 May 2020.

16. Estate duty, tax and other indemnities

VC (the “**Indemnifier**”) has entered into a deed of indemnity with and in favour of our Company (for itself and as trustee for each of our present subsidiaries) (being the material contract (x) referred to in paragraph 9 above) to provide indemnities in respect of, among other matters:

- (a) any liability for Hong Kong estate duty which might be incurred by any member of our Group by reason of any transfer of property (within the meaning of sections 35 and 43 of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong) or the equivalent thereof under the laws of any jurisdiction outside Hong Kong) to any member of our Group on or before the Listing; and
- (b) tax liabilities (including all fines, penalties, costs, charges, expenses and interests incidental or relating to taxation) which might be payable by any member of our Group in respect of any income, profits, gains, transactions, events, matters or things earned, accrued, received, entered into or occurring on or before the Listing Date, whether alone or in conjunction with any other circumstances whenever occurring and whether or not such tax liabilities are chargeable against or attributable to any other person, firm, company or corporation.

The Indemnifier is under no liability under the deed of indemnity in respect of any taxation:

- (a) to the extent that provision has been made for such taxation in the audited accounts of any member of our Group for any accounting period up to 31 March 2010;

- (b) to the extent that such taxation or liability falling on any of the members of our Group in respect of any accounting period commencing on 1 April 2010 and ended on the Listing Date, where such taxation or liability would not have arisen but for some act or omission of, or transaction voluntarily entered into by, any member of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) without the prior written consent or agreement of the Indemnifier, otherwise than any such act, omission or transaction:
 - (i) carried out or effected in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after 1 April 2010; or
 - (ii) carried out, made or entered into pursuant to a legally binding commitment created on or before 31 March 2010 or pursuant to any statement of intention made in this prospectus; or
- (c) to the extent that such taxation liabilities or claim arises or are incurred as a result of the imposition of taxation as a consequence of any retrospective changes in the law, rules and regulations or the interpretation or practice thereof by the Hong Kong Inland Revenue Department or the taxation authority of the PRC, or any other relevant authority (whether in Hong Kong or the PRC or any other part of the world) coming into force after the date of the deed of indemnity or to the extent such claim arises or is increased by an increase in rates of taxation after the date of the deed of indemnity with retrospective effect; or
- (d) to the extent that any provision or reserve made for taxation in the audited accounts of any member of our Group up to 31 March 2010 which is finally established to be an over-provision or an excessive reserve, in which case the Indemnifier's liability (if any) in respect of such taxation shall be reduced by an amount not exceeding such provision or reserve, provided that the amount of any such provision or reserve applied referred to in this paragraph to reduce the Indemnifier's liability in respect of taxation shall not be available in respect of any such liability arising thereafter.

17. Litigation

Save as disclosed in this prospectus, no member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company, that would have a material adverse effect on our results of operations or financial condition of our Company.

18. Preliminary expenses

The preliminary expenses of our Company are estimated to be approximately US\$6,000 and are payable by our Company.

19. Promoter

- (a) Our Company does not have any promoter.
- (b) Within the two years preceding the date of this prospectus, no amount or benefit has been paid or given to any promoters of our Company in connection with the Global Offering or the related transactions described in this prospectus.

20. Agency fees or commissions received

The Hong Kong Underwriters shall receive a commission of 2.5% of the aggregate Offer Price of our Hong Kong Offer Shares underwritten by the Hong Kong Underwriters and the International Underwriters shall receive an underwriting commission of 2.5% of the aggregate of the Offer Price of our International Placing Shares underwritten by the International Underwriters, out of which they shall pay any sub-underwriting commissions.

The underwriting commission, financial advisory and documentation fees, listing fees, the Stock Exchange trading fee, the SFC transaction levy, legal and other professional fees together with printing and other expenses relating to the Global Offering, assuming an Offer Price of HK\$0.55 (being the mid-point of Offer Price range between HK\$0.50 per Offer Share and HK\$0.60 per Offer Share), are estimated to amount to approximately HK\$18.7 million in total.

21. Sponsor

The Sponsor has made an application on behalf of our Company to the Listing Committee for listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus and any Shares which may be issued upon the exercise of any option granted or which may be granted under the Share Option Scheme, being 10% of our Shares in issue on the Listing Date, on the Stock Exchange. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

22. Qualifications of experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this prospectus:

Name	Qualification
CIMB	Licensed corporation registered under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined in the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants
Conyers Dill & Pearman	Bermuda barristers and attorneys
GFE Law Office	Qualified PRC lawyers
DNC Advocates at Work	Indonesian lawyers
Jones Lang LaSalle Sallmanns Limited	Professional property valuer

23. Consents of experts

Each of CIMB, Deloitte Touche Tohmatsu, Conyers Dill & Pearman, GFE Law Office, DNC Advocates at Work and Jones Lang LaSalle Sallmanns Limited has given and has not withdrawn their respective written consents to the issue of this prospectus with the inclusion of their report and/or letter and/or summary of valuations and/or legal opinion (as the case may be) and the references to their names or summaries of opinions included herein in the form and context in which they respectively appear.

24. Binding effect

This prospectus shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

25. Taxation of holders of Shares

Dealings in Shares registered on our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. Intending holders of Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in Shares. It is emphasised that none of our Company, our Directors or the other parties involved in the Global Offering can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares.

Profits from dealings in our Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

The sale, purchase and transfer of Shares are subject to Hong Kong stamp duty, the current rate of which is 0.2% of the consideration or, if higher, the value of our Shares being sold or transferred.

Under present Bermuda law, transfers and other dispositions of Shares are exempt from Bermuda stamp duty.

26. Miscellaneous

- (a) Save as disclosed in this prospectus:
 - (i) within two years preceding the date of this prospectus:
 - (aa) no share or loan capital of our Company or of any of our subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (bb) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
 - (cc) no commission has been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any shares in our Company or any of our subsidiaries;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.
- (b) Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since 31 March 2010 (being the date to which the latest audited combined financial statements of our Group were made up); and
- (c) Our Directors confirm that there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus.

27. Bilingual prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).