

A. FURTHER INFORMATION ABOUT US**1. Incorporation**

Our Company was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law on 23 January 2007. Our Company's registered office is situated at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands. Our Company has established, and registered as an overseas company under Part XI of the Companies Ordinance on 21 July 2010 and our principal place of business in Hong Kong is at 375 Queen's Road East, Wan Chai, Hong Kong. Mr. MOK Kwai Pui, Bill (莫貴標) has been appointed as our authorised representative for acceptance of service of process and notice in Hong Kong. Mr. Mok's address for acceptance of service of process in Hong Kong is 375 Queen's Road East, Wan Chai, Hong Kong.

As our Company was incorporated in the Cayman Islands, our corporate structure and operation is subject to the laws of the Cayman Islands and our constitutive documents which comprise the Memorandum and Articles of Association. A summary of certain parts of our constitution and relevant aspects of the company law of the Cayman Islands is set out in the section entitled "Summary of the Constitution of the Company and Cayman Islands Companies Law" in Appendix V to this prospectus.

2. Changes in share capital of our Company

As at the date of our incorporation, the authorised share capital of our Company was US\$50,000 divided into 50,000 shares of a par value of US\$1.00 each, one share of which was issued fully-paid and transferred by the subscriber to Ample Bonus.

Save as aforesaid and those mentioned under paragraph 3 entitled "Written resolutions of our Shareholders" and paragraph 4 entitled "Reorganisation" below, there has been no alteration in our Company's share capital since the incorporation of our Company.

3. Written resolutions of our Shareholders

Pursuant to the written resolutions of all the Shareholders of our Company passed on 10 September 2010:

- (a) Conditional upon the conditions for completion of the Global Offering set forth in the section entitled "Structure of the Global Offering" in this prospectus being fulfilled or waived, the authorised share capital of the Company be and is hereby increased from US\$50,000 divided into 50,000 ordinary shares with a par value of US\$1.00 each to the aggregate of US\$50,000 and HK\$500,000,000 divided into 50,000 ordinary shares with a par value of US\$1.00 each and 5,000,000,000 ordinary shares with a par value of HK\$0.10 each by the creation of 5,000,000,000 ordinary Shares with a par value of HK\$0.10 each;

- (b) conditional upon the conditions for completion of the Global Offering set forth in the section entitled "Structure of the Global Offering" in this prospectus being fulfilled or waived:
- (i) the Directors were authorised to allot and issue up to 2,000,000,000 new Shares fully credited as fully paid to the Shareholder on our register of members as at close of business on 6 October 2010 (or as it may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted and issued any fraction of a Share) by way of the capitalisation of the sum of HK\$1,859,812,000 due from the Company to FEC Group as at 31 March 2010, such new Shares ranking pari passu in all respects with the Shares then in issue. It was subsequently determined by the Board to allot and issue 1,730,000,000 Shares in respect of the Capitalisation Issue;
 - (ii) conditional upon completion of the Capitalisations Issue, the 1 issued share with a par value of US\$1.00 held by Ample Bonus as at the Latest Practicable Date be repurchased at par by the Company out of the proceeds of issue referred to in resolution (i) above;
 - (iii) following the repurchase in sub-paragraph (ii) above, the authorised but unissued share capital of the Company be reduced by the cancellation of 50,000 ordinary shares with a par value of US\$1.00 each;
 - (iv) following the cancellation of shares pursuant to resolution (iii) above, the authorised share capital of the Company shall be HK\$500,000,000 divided into 5,000,000,000 ordinary shares with a par value of HK\$0.10 each;
 - (v) the Global Offering was approved and our Directors were authorised to determine and approve the issue price for, and the issue and allotment of, the Offer Shares pursuant to the Global Offering;
 - (vi) the proposed grant of the Over-allotment Option by our Company and the Selling Shareholder to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, to require (aa) our Company to issue and allot up to and not more than an aggregate of 15% of the total new Shares offered under the Global Offering and (bb) Ample Bonus, our Selling Shareholder, to sell up to an aggregate of 15% of the total Sale Shares initially being offered under the Global Offering to cover the over-allocations in the International Offering at the Offer Price was approved;
 - (vii) conditional further upon the Listing Committee of the Stock Exchange granting approval of the rules of the Share Option Scheme and the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of any options granted under the Share Option Scheme, the rules of the Share Option Scheme was approved and adopted and our Directors or any committee thereof established by the Board were authorised to (aa) modify or amend the Share Option Scheme as may be required by the Stock Exchange and which they deem necessary and/or desirable; (bb) grant options to subscribe for Shares under the Share Option Scheme; (cc) allot, issue and deal with Shares pursuant to the exercise of any option which may be granted under the Share Option Scheme; and (dd) take all such actions as they consider necessary and/or desirable to implement or give effect to the Share Option Scheme subject to the conditions therein;

- (viii) the adoption of the amended and restated Memorandum and Articles of Association, the terms of which are summarised in Appendix V to this prospectus, was approved;
- (c) a general unconditional mandate was given to our Directors to exercise all the 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, unissued shares in the capital of our Company (otherwise than pursuant to a rights issue or the exercise of any subscription rights under the Share Option Scheme or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association or pursuant to the grant of options under the Share Option Scheme or other similar arrangement or pursuant to a specific authority, granted by our Shareholders) with an aggregate nominal value of not more than the sum of 20% of the aggregate nominal value of our share capital in issue following the completion of the Global Offering and the Capitalisation Issue but before any exercise of the Over-allotment Option or any Shares which may be allotted and issued pursuant to the exercise of the options under the Share Option Scheme; and the aggregate nominal value of our share capital repurchased (if any). Such mandate will expire:
- (i) at the conclusion of our next annual general meeting;
 - (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands; or
 - (iii) the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority given to the Directors by such resolution, whichever occurs first.
- (d) a general unconditional mandate was given to our Directors to exercise all the powers of our Company to repurchase Shares on the Stock Exchange, or on 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, provided that such number of Shares is not more than 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the Global Offering and the Capitalisation Issue but before any exercise of the Over-allotment Option as mentioned herein or any Shares which may be allotted and issued pursuant to the exercise of the options under the Share Option Scheme. Such mandate will expire whichever is the earliest of:
- (i) at the conclusion of our next annual general meeting;
 - (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands; or
 - (iii) the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority given to the Directors by such resolution; and

- (e) the extension of the general mandate to allot, issue and deal with Shares as mentioned in sub-paragraph (c) by the addition to the aggregate nominal amount of the Shares which may be allotted and issued or agreed (conditionally or unconditionally) to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares repurchased by us pursuant to sub-paragraph (d) above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the Shares in issue immediately following the Global Offering and the Capitalisation Issue but before any exercise of the Over-allotment Option or any Shares which may be allotted and issued pursuant to the exercise of the options under the Share Option Scheme.

Immediately following the Global Offering becoming unconditional and the issue of Shares as mentioned herein being made, but taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option and any options that maybe granted pursuant to the Share Option Scheme, the authorised share capital of our Company will be HK\$500,000,000 divided into 5,000,000,000 Shares of HK\$0.10 each and the issued share capital will be HK\$200,000,000 divided into 2,000,000,000 Shares, all fully paid or credited as fully paid and 3,000,000,000 Shares will remain unissued. Other than pursuant to the exercise of the Over-allotment Option and any options which may be granted pursuant to the Share Option Scheme, there is no present intention to issue any of our authorised but unissued share capital.

4. Reorganisation

For information with regards to our corporate reorganisation, please see the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this prospectus.

5. Changes in share capital of subsidiaries

The subsidiaries of our Company are referred to in the Accountants’ Report, the text of which is set out in Appendix I to this prospectus.

Save as mentioned in the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this prospectus, the following Group companies of our Group have undergone the following changes in their respective share capitals during the two years immediately prior to the date of this prospectus:

(a) Ching Chu (Shanghai)

Ching Chu (Shanghai) has obtained the approval from Shanghai Municipal Commission of Commerce on 9 July 2010, according to which, the shareholder of Ching Chu (Shanghai) shall pay 20% of the increased capital as the first installment (i.e., US\$2,200,000) and the remaining 80% shall be paid within 2 years from the issuance date of the renewed business licence. As at the Latest Practicable Date, the Company has paid approximately 34.5% of the increased capital as the first installment (US\$3,800,010).

(b) Esteem Tactic

Esteem Tactic was established in Malaysia on 17 November 2009 as a limited liability company. The initial amount of issued share capital on incorporation was RM2.00. The registered capital of RM2.00 has been fully paid up.

(c) Kosmopolito Hotels International (S)

Kosmopolito Hotels International (S) was established in Singapore on 10 February 2010 as a limited private company. The issued and paid up share capital is S\$1.00.

(d) Shanghai Li Yue Management

Shanghai Li Yue Management was established in the PRC on 9 September 2009 as a limited liability company. The initial amount of registered capital on incorporation was RMB500,000 and was fully paid up as at 17 July 2009. On 14 July 2010, the registered capital was increased by RMB1,500,000 to a total of RMB2,000,000.

(e) Tang Hotel

Tang Hotel was established in Singapore on 29 April 2010. The issued and paid up share capital is S\$1.00.

(f) Tang Suites

Tang Suites was established in Singapore on 10 December 2009 as a limited private company. The initial amount of issued and paid up share capital on incorporation was S\$1.00. On 22 April 2010, the issued and paid up share capital was increased by S\$999,999 to a total of S\$1,000,000.

(g) Wuhan Li Yue Management

Wuhan Li Yue Management was established in the PRC on 19 May 2009 as a limited liability company. The initial amount of registered capital on incorporation was RMB300,000 and was fully paid up as at 14 May 2009.

Save as disclosed in this prospectus, there has been no other change to the share capital of any of the subsidiaries of our Company within the two years immediately prior to the date of this prospectus.

6. Repurchase by our Company of our own securities

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange. This section includes the information required by the Stock Exchange to be included in this prospectus concerning repurchases of our own securities.

(a) Provisions of the Listing Rules

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities that are listed on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

The Listing Rules provide that all repurchases of securities (which must be fully paid-up in the case of shares) by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the constitutive documents of company, the Listing Rules and any applicable laws of the jurisdiction of its incorporation. 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 as in effect from time to time. Subject to the foregoing, any repurchases may be made out of funds legally permitted to be used in this connection, including profits of a company or out of the proceeds of a new issue of shares made for that purpose or out of the company's share premium account or, if so authorised by its articles of association and subject to the provisions of any applicable laws, out of its share capital. Any amount of premium payable on the purchase over the par value of the shares to be repurchased must be provided out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the company's share premium account.

On the basis of our current financial position as disclosed in this prospectus and taking into account our current working capital position, our Directors believe that, if the repurchase mandate is exercised in full, it might have a material adverse effect on our working capital position and/or our gearing position as compared with our 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 our working capital requirements and/or gearing levels which, in the opinion of our Directors, are from time to time appropriate for our Company.

(iii) Status of repurchased securities

The Listing of all repurchased securities (whether effected on the Stock Exchange or otherwise) will be automatically cancelled and the certificates for those securities must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and the amount of the company's issued share capital shall be reduced by the aggregate nominal value of the repurchased shares accordingly, although the authorised share capital of the company will not be reduced.

(iv) Trading restrictions

The total number of Shares which our Company may repurchase is up to 10% of the total number of our Shares in issue immediately after the completion of the Global Offering (without taking into account our Shares which may be issued pursuant to the exercise of the Over allotment Option or any options granted under any options which may be granted under the Share Option Scheme). Our Company may not issue or announce a proposed issue of Shares for a period of 30 days immediately

following a repurchase of Shares, without the prior approval of the Stock Exchange. Our Company is also prohibited from repurchasing Shares on the Stock Exchange if the repurchase would result in the number of listed Shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. Our Company is required to procure that the broker appointed by our Company to effect a repurchase of Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require. As required by the prevailing requirements of the Listing Rules, an issuer shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on the Stock Exchange.

(v) Suspension of repurchase

Pursuant to the Listing Rules, our Company may not make any repurchase of Shares after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, under the requirements of the Listing Rules in force as at the date hereof, during the period of one month immediately preceding the earlier of:

- (aa) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with 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 our Company's 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 in each case ending on the date of the results announcement, our Company may not repurchase Shares on the Stock Exchange unless the circumstances are exceptional.

(vi) Procedural and reporting requirements

As required by the Listing Rules, repurchases of Shares on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange Business Day following any day on which our Company may make a purchase of Shares. The report must state the total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases. In addition, our Company's annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly analysis of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

(vii) Connected persons

The Listing Rules prohibit a company from knowingly repurchasing securities on the Stock Exchange from a "Connected Person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a Connected Person is prohibited from knowingly selling his/her/its securities to the Company on the Stock Exchange.

(b) Reasons for repurchases

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

(c) Exercise of the repurchase mandate

The exercise in full of the current repurchase mandate, on the basis of 2,000,000,000 Shares in issue immediately following the completion of the Global Offering and assuming no exercise of the Over-allotment Option and no exercise of the options that may be granted under the Share Option Scheme, would result in up to 200,000,000 Shares being repurchased by us during the Relevant Period.

(d) General

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to us or any of our subsidiaries if the repurchase mandate is exercised.

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, the Articles of Association and any other applicable laws of Cayman Islands.

If, as a result of a repurchase of our Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes 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 as a result of any such increase. Upon completion of the Global Offering (but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option or any options that may be granted pursuant to the Shares Option Scheme), FEC will hold approximately 73.0% of our Shares through its wholly-owned subsidiary Ample Bonus. In the event the power to repurchase Shares under the repurchase mandate is exercised in full and assuming that there is no change in the issued share capital of the Company after the Latest Practicable Date (other than the Capitalisation Issue but assuming the Over-allotment Option is not exercised and no option granted under the Share Option Scheme has been exercised), FEC and Ample Bonus are not expected to incur an obligation to make a general offer to Shareholders as a result of an exercise of the repurchase mandate in full. Our Directors do not at present intend to exercise their authority so as to trigger such mandatory offer. Save as aforesaid, our Directors are not aware of any consequences which may arise if the repurchase mandate is exercised.

No connected person of our Company has notified us that he/she/it has a present intention to sell his/her/its Shares to us, nor has he/she/it undertaken not to do so, if the repurchase mandate is exercised.

B. FURTHER INFORMATION ABOUT THE BUSINESS**1. Summary of material contracts**

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

- (a) bought and sold notes dated 25 January 2010 for the transfer of 2 shares in Dorsett Hotels & Resorts International by FECL to the Company (formerly known as Dorsett International Group Limited) for a consideration of HK\$2.00;
- (b) bought and sold notes dated 25 January 2010 for the transfer of 2 shares in Kosmopolito Hotels International Services (formerly known as Dorsett Hotel Management Services Limited) by FECL to the Company (formerly known as Dorsett International Group Limited) for a consideration of HK\$2.00;
- (c) bought and sold notes dated 5 May 2010 for the transfer of 1 share in Excel Chinese by FECL to Havena for a consideration of HK\$1.00;
- (d) bought and sold notes dated 28 May 2010 for the transfer of 10,000 shares in Hong Kong (SAR) Hotel by FECL to Havena for a consideration of HK\$10,000.00;
- (e) equity transfer agreement (股權轉讓協議) dated 7 June 2010 for the transfer of 48% equity interest in Shanghai Ching Chu Trading (上海錦秋集貿市場經營管理有限公司) by Ching Chu (Shanghai) (錦秋(上海)置業發展有限公司) to Shanghai Chingchu Property Development (上海錦秋房地產有限公司) for a consideration of RMB240,000;
- (f) bought and sold notes dated 26 August 2010 for the transfer of 2 shares in Esmart Management by FECL to Havena for a consideration of HK\$2.00;
- (g) bought and sold notes dated 26 August 2010 for the transfer of 1 share in Panley by FECL to Havena for a consideration of HK\$1.00;
- (h) bought and sold notes dated 27 August 2010 for the transfer of 2 shares in Ruby Way by FECL to Havena for a consideration of HK\$2.00;
- (i) share transfer form dated 30 August 2010 for the transfer of 1 share in Tang Hotel by Madison Lighters & Watches Company Limited to Tang Hotel Investments for a consideration of S\$1.00;
- (j) corporate investor agreement dated 2 September 2010 entered into by and among the Company, Chow Tai Fook Nominee Limited, Credit Suisse, Morgan Stanley and RBS pursuant to which Chow Tai Fook Nominee Limited agreed to subscribe for Offer Shares for a consideration of HK\$100 million at the Offer Price per Offer Share;
- (k) a Deed of Indemnity dated 10 September 2010 signed by the Controlling Shareholders in favour of the Company, details of which are set out in the paragraph entitled "Indemnity" in the section headed "Other Information — Indemnity" of this Appendix;

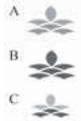



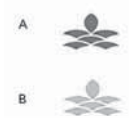
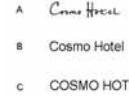
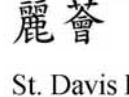
- (l) a Deed of Non-Competition Undertaking dated 10 September 2010 signed by Tan Sri Dato' David Chiu (邱達昌) and FEC in favour of the Company, details of which are set out in the section headed "Relationship with our Controlling Shareholders and Directors — Non-competition" of this prospectus;
- (m) bought and sold notes dated 13 September 2010 for the transfer of 2 shares in Everkent Development by FECL to Havena for a consideration of HK\$2.00;
- (n) an instrument of transfer dated 14 September 2010 for the transfer of 1 share in Giovanna Holdings by the Company to FECL for a consideration of US\$1.00;
- (o) an instrument of transfer dated 17 September 2010 for the transfer of 1 share in Full Benefit by FECL to the Company for a consideration of US\$1.00;
- (p) an instrument of transfer dated 17 September 2010 for the transfer of 1 share in Havena by FECL to the Company for a consideration of US\$1.00;
- (q) an instrument of transfer dated 17 September 2010 for the transfer of 1 share in Wonder China by FECL to the Company for a consideration of US\$1.00;
- (r) an instrument of transfer dated 17 September 2010 for the transfer of 2 shares in Jade River Profits by FECL to the Company for a consideration of US\$2.00;
- (s) an instrument of transfer dated 17 September 2010 for the transfer of 1 share in Rosicky by FECL to the Company for a consideration of US\$1.00;
- (t) a form of transfer of securities dated 17 September 2010 for the transfer of 5,000,000 shares in Dorsett Regency Hotel (M) by FEC Development (M) to the Company for a consideration of RM5,000,000.00;
- (u) share transfer form dated 17 September 2010 for the transfer of 2 shares in Tang Hotel Investments by Madison Lighters & Watches Company Limited to the Company for a consideration of S\$2.00; and
- (v) the Hong Kong Underwriting Agreement.

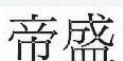
2. Intellectual property rights



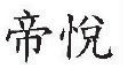











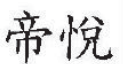




(a) Trademarks

(i) Registered trademarks

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

	Registration Number	Trademark	Registered Owner	Place of Registration	Class (Note 1)	Validity Period
1.	300678213	COSMO HOTEL	Grand Expert	Hong Kong	35 (Business Management of Hotels)	12.07.2006 — 11.07.2016
2.	300890965		Dorsett Hotels & Resorts International	Hong Kong	43	13.06.2007 — 12.06.2017
3.	300890974		Dorsett Hotels & Resorts International	Hong Kong	43	13.06.2007 — 12.06.2017
4.	300891009	麗悅	Dorsett Hotels & Resorts International	Hong Kong	43	13.06.2007 — 12.06.2017
5.	300904581AB		Hotel of Lan Kwai Fong	Hong Kong	14 (Clock)	04.07.2007 — 03.07.2017
6.	301000358	帝軒	Dorsett Hotels & Resorts International	Hong Kong	43	26.11.2007 — 25.11.2017
7.	301000367	帝盛	Dorsett Hotels & Resorts International	Hong Kong	43	26.11.2007 — 25.11.2017
8.	301041795	帝豪	Dorsett Hotels & Resorts International	Hong Kong	43 (Note 2)	29.01.2008 — 28.01.2018
9.	301041803	麗栢	Dorsett Hotels & Resorts International	Hong Kong	43	29.01.2008 — 28.01.2018
10.	301041812		Dorsett Hotels & Resorts International	Hong Kong	43	29.01.2008 — 28.01.2018
11.	301041821		Dorsett Hotels & Resorts International	Hong Kong	43	29.01.2008 — 28.01.2018
12.	301060974		Dorsett Hotels & Resorts International	Hong Kong	43	28.02.2008 — 27.02.2018
13.	301268514		Dorsett Hotels & Resorts International	Hong Kong	43	07.01.2009 — 06.01.2019
14.	301310282	St. Davis Hotel	Dorsett Hotels & Resorts International	Hong Kong	43	24.03.2009 — 23.03.2019

	Registration Number	Trademark	Registered Owner	Place of Registration	Class (Note 1)	Validity Period
15.	301521044		Dorsett Hotels & Resorts International	Hong Kong	43	13.01.2010 — 12.01.2020
16.	301521053		Dorsett Hotels & Resorts International	Hong Kong	43	13.01.2010 — 12.01.2020
17.	301559764	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Hong Kong	43	10.03.2010 — 09.03.2020
18.	301599940	 	Dorsett Hotels & Resorts International	Hong Kong	43	28.04.2010 — 27.04.2020
19.	301599959	 	Dorsett Hotels & Resorts International	Hong Kong	43	28.04.2010 — 27.04.2020
20.	N/029440		Dorsett Hotels & Resorts International	Macau	43	27.11.2007 — 27.11.2014
21.	N/029441		Dorsett Hotels & Resorts International	Macau	43	27.11.2007 — 27.11.2014
22.	N/029443		Dorsett Hotels & Resorts International	Macau	43	27.11.2007 — 27.11.2014
23.	N/029444		Dorsett Hotels & Resorts International	Macau	43	27.11.2007 — 27.11.2014
24.	N/029445		Dorsett Hotels & Resorts International	Macau	43	27.11.2007 — 27.11.2014
25.	N/032636		Dorsett Hotels & Resorts International	Macau	43	23.06.2008 — 23.06.2015
26.	N/032637		Dorsett Hotels & Resorts International	Macau	43	23.06.2008 — 23.06.2015
27.	N/47181		Dorsett Hotels & Resorts International	Macau	43	05.05.2010 — 05.05.2017
28.	N/47182		Dorsett Hotels & Resorts International	Macau	43	05.05.2010 — 05.05.2017
29.	N/48131	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Macau	43	23.07.2010 — 23.07.2017
30.	N/49058		Dorsett Hotels & Resorts International	Macau	43	05.08.2010 — 05.08.2017
31.	N/49059		Dorsett Hotels & Resorts International	Macau	43	05.08.2010 — 05.08.2017
32.	T0713584D		Dorsett Hotels & Resorts International	Singapore	43	19.06.2007 — 19.06.2017
33.	T0713586J	 	Dorsett Hotels & Resorts International	Singapore	43	19.06.2007 — 19.06.2017
34.	T0713587I		Dorsett Hotels & Resorts International	Singapore	43	19.06.2007 — 19.06.2017

	Registration Number	Trademark	Registered Owner	Place of Registration	Class (Note 1)	Validity Period
35.	T0723129J		Dorsett Hotels & Resorts International	Singapore	43	06.12.2007 — 06.12.2017
36.	T0723130D		Dorsett Hotels & Resorts International	Singapore	43	06.12.2007 — 06.12.2017
37.	T1001041J		Dorsett Hotels & Resorts International	Singapore	43	29.01.2010 — 29.01.2020
38.	T1001043G		Dorsett Hotels & Resorts International	Singapore	43	29.01.2010 — 29.01.2020
39.	T1005610J		Dorsett Hotels & Resorts International	Singapore	43	05.05.2010 — 05.05.2020
40.	01309041		Dorsett Hotels & Resorts International	Taiwan	43	16.04.2008 — 15.04.2018
41.	01309042		Dorsett Hotels & Resorts International	Taiwan	43	16.04.2008 — 15.04.2018
42.	01309043		Dorsett Hotels & Resorts International	Taiwan	43	16.04.2008 — 15.04.2018
43.	01309044		Dorsett Hotels & Resorts International	Taiwan	43	16.04.2008 — 15.04.2018
44.	01309045		Dorsett Hotels & Resorts International	Taiwan	43	16.04.2008 — 15.04.2018
45.	01327542		Dorsett Hotels & Resorts International	Taiwan	43	01.09.2008 — 31.08.2018
46.	01327543		Dorsett Hotels & Resorts International	Taiwan	43	01.09.2008 — 31.08.2018
47.	01334104		Dorsett Hotels & Resorts International	Taiwan	43	16.10.2008 — 15.10.2018
48.	01334105		Dorsett Hotels & Resorts International	Taiwan	43	16.10.2008 — 15.10.2018
49.	01340789		Dorsett Hotels & Resorts International	Taiwan	43	01.12.2008 — 30.11.2018
50.	01423237		Dorsett Hotels & Resorts International	Taiwan	43	01.08.2010 — 31.07.2020
51.	01423238		Dorsett Hotels & Resorts International	Taiwan	43	01.08.2010 — 31.07.2020
52.	6116593		Dorsett Hotels & Resorts International	PRC	43	28.03.2010 — 27.03.2020
53.	6116594		Dorsett Hotels & Resorts International	PRC	43	28.03.2010 — 27.03.2020
54.	6116595		Dorsett Hotels & Resorts International	PRC	43	28.03.2010 — 27.03.2020
55.	6116596		Dorsett Hotels & Resorts International	PRC	43	28.03.2010 — 27.03.2020

	Registration Number	Trademark	Registered Owner	Place of Registration	Class (Note 1)	Validity Period
56.	6116598	麗悅	Dorsett Hotels & Resorts International	PRC	43	28.03.2010 — 27.03.2020
57.	6407609	帝軒	Dorsett Hotels & Resorts International	PRC	43	07.04.2010 — 06.04.2020
58.	6407610	帝盛	Dorsett Hotels & Resorts International	PRC	43	07.04.2010 — 06.04.2020
59.	6930839	麗萊	Dorsett Hotels & Resorts International	PRC	43	14.06.2010 — 13.06.2020
60.	6930840	麗薈	Dorsett Hotels & Resorts International	PRC	43	14.06.2010 — 13.06.2020
61.	6116597	麗港	Dorsett Hotels & Resorts International	PRC	43	21.06.2010 — 20.06.2020

Notes:

- (1) Save as trademark registration number 301041795, the description of the Group's services covered under class 43 of the registered marks in the following jurisdictions are as follows:

Hong Kong, Macau, Singapore	hotel services, guest house services, providing facilities for conferences and exhibitions, rental of temporary accommodation, motel services, restaurant services, cafe, tea houses, coffee shops, banquet services, bars, wine bars, reservation services for hotel accommodation.
Taiwan	hotel services, guest house services, providing facilities for conferences and exhibitions, rental of temporary accommodation, motel services, restaurant services, cafe, tea houses, coffee shops, services in providing foods and drinks, bars, wine bars, reservation services for hotel accommodation.
PRC	住所(旅館、供膳寄宿處)；備辦宴席；咖啡館；餐廳；臨時住宿處出租；旅館預訂；汽車旅館；會議室出租；酒店。(Accommodation (hotels, boarding house) services; banquet services; coffee shops; restaurants; rental of temporary accommodation; reservations services for hotel accommodation; motel services; rental of conference rooms; hotel services.)






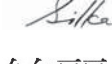






- (2) The description of the Group's services covered under class 43 for trademark registration number 301041795 is as follows:

Hong Kong	hotel services, guest house services, providing facilities for conferences and exhibitions, rental of temporary accommodation, motel services, reservation services for hotel accommodation.
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(ii) Trademarks Under Registration

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

	Application Number	Trademark	Name of Applicant	Place of Registration	Class (Note 1)	Application Date (Note 2)
1.	1350537	麗悅	Dorsett Hotels & Resorts International	Australia	43	11.03.2010 [#]
2.	1350538	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Australia	43	11.03.2010 [#]

Application Number	Trademark	Name of Applicant	Place of Registration	Class (Note 1)	Application Date (Note 2)
3. 1359363		Dorsett Hotels & Resorts International	Australia	43	30.04.2010 #
4. 1359364		Dorsett Hotels & Resorts International	Australia	43	30.04.2010 #
5. 1368737	Silka	Dorsett Hotels & Resorts International	Australia	43	25.06.2010
6. 1374148	絲麗	Dorsett Hotels & Resorts International	Australia	43	26.07.2010
7. 1374150		Dorsett Hotels & Resorts International	Australia	43	26.07.2010
8. 301258182		Hotel of Lan Kwai Fong	Hong Kong	3,14,16, 24,35,43 (Note 3)	16.12.2008 (Note 4)
9. 301647216	Silka	Dorsett Hotels & Resorts International	Hong Kong	43	23.06.2010 #
10. 301670382	 	Dorsett Hotels & Resorts International	Hong Kong	43	22.07.2010
11. 301670391	絲麗	Dorsett Hotels & Resorts International	Hong Kong	43	22.07.2010
12. J002010016690		Dorsett Hotels & Resorts International	Indonesia	43	06.05.2010
13. J002010016692		Dorsett Hotels & Resorts International	Indonesia	43	06.05.2010
14. J002010016686	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Indonesia	43	06.05.2010
15. J002010016702	麗悅	Dorsett Hotels & Resorts International	Indonesia	43	06.05.2010
16. J002010027439		Dorsett Hotels & Resorts International	Indonesia	43	27.07.2010
17. J002010027443	Silka	Dorsett Hotels & Resorts International	Indonesia	43	27.07.2010
18. J002010027441	絲麗	Dorsett Hotels & Resorts International	Indonesia	43	27.07.2010
19. N/50062	Silka	Dorsett Hotels & Resorts International	Macau	43	25.06.2010 #
20. N/50650	絲麗	Dorsett Hotels & Resorts International	Macau	43	27.07.2010 #
21. N/50651		Dorsett Hotels & Resorts International	Macau	43	27.07.2010 #
22. 2010007687		Dorsett Hotels & Resorts International	Malaysia	43	30.04.2010
23. 2010007686		Dorsett Hotels & Resorts International	Malaysia	43	30.04.2010

	Application Number	Trademark	Name of Applicant	Place of Registration	Class (Note 1)	Application Date (Note 2)
24.	2010004244	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Malaysia	43	11.03.2010
25.	2010004245	麗悅	Dorsett Hotels & Resorts International	Malaysia	43	11.03.2010
26.	2010011421	Silka	Dorsett Hotels & Resorts International	Malaysia	43	25.06.2010
27.	2010013706		Dorsett Hotels & Resorts International	Malaysia	43	27.07.2010
28.	2010013707	絲麗	Dorsett Hotels & Resorts International	Malaysia	43	27.07.2010
29.	09020605		Dorsett International (M)	Malaysia	35	20.11.2009*
30.	09020606		Dorsett International (M)	Malaysia	43	20.11.2009*
31.	09020607		Dorsett International (M)	Malaysia	35	20.11.2009*
32.	09020608		Dorsett International (M)	Malaysia	43	20.11.2009*
33.	09020609		Dorsett International (M)	Malaysia	35	20.11.2009*
34.	09020610		Dorsett International (M)	Malaysia	43	20.11.2009*
35.	09020611	Hospitality Redefined	Dorsett International (M)	Malaysia	43	20.11.2009*
36.	09020612	You'll Never Miss Home!	Dorsett International (M)	Malaysia	43	20.11.2009*
37.	09020613	Home Away From Home	Dorsett International (M)	Malaysia	43	20.11.2009*
38.	09020614	All in the Family	Dorsett International (M)	Malaysia	43	20.11.2009*
39.	09020615	Your Perfect Hospitality Partner	Dorsett International (M)	Malaysia	43	20.11.2009*
40.	8110960	Hotel Kosmopolito	Dorsett Hotels & Resorts International	PRC	43	11.03.2010
41.	8423003	Silka	Dorsett Hotels & Resorts International	PRC	43	25.06.2010
42.	7993872	帝薈	Dorsett Hotels & Resorts International	PRC	43	14.01.2010

Application Number	Trademark	Name of Applicant	Place of Registration	Class (Note 1)	Application Date (Note 2)
43. 7993873		Dorsett Hotels & Resorts International	PRC	43	14.01.2010
44. 8275219		Dorsett Hotels & Resorts International	PRC	43	07.05.2010
45. 8275220		Dorsett Hotels & Resorts International	PRC	43	07.05.2010
46. T1002862Z	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Singapore	43	10.03.2010 #
47. T1005609G	 	Dorsett Hotels & Resorts International	Singapore	43	05.05.2010 #
48. T1008051F		Dorsett Hotels & Resorts International	Singapore	43	29.06.2010 #
49. T1009632C	 	Dorsett Hotels & Resorts International	Singapore	43	29.07.2010 #
50. T1009635H		Dorsett Hotels & Resorts International	Singapore	43	29.07.2010
51. 099010879	Hotel Kosmopolito	Dorsett Hotels & Resorts International	Taiwan	43	11.03.2010
52. 099020301		Dorsett Hotels & Resorts International	Taiwan	43	30.04.2010
53. 099020302		Dorsett Hotels & Resorts International	Taiwan	43	30.04.2010
54. 099030971		Dorsett Hotels & Resorts International	Taiwan	43	25.06.2010
55. 099036132		Dorsett Hotels & Resorts International	Taiwan	43	26.07.2010
56. 099036128		Dorsett Hotels & Resorts International	Taiwan	43	26.07.2010

Notes:

(1) The description of the Group's services covered under class 43 in the following jurisdictions are as follows:

Australia, Hong Kong, Macau and Malaysia	hotel services, guest house services, providing facilities for conferences and exhibitions, rental of temporary accommodation, motel services, restaurant services, cafe, tea houses, coffee shops, banquet services, bars, wine bars, reservation services for hotel accommodation.
Indonesia	hotel services, guest house services, providing facilities for conferences and exhibitions, rental of temporary accommodation, motel services, restaurant services, cafe, tea houses, coffee shops, banquet services, bars, wine bars, reservation services for hotel accommodation.
PRC	Accommodation (hotels, boarding house) services; banquet services; coffee shops; restaurants; rental of temporary accommodation; reservations services for hotel accommodation; motel services; rental of conference rooms; hotel services.
Singapore	hotel services, guest house services, provision of conference facilities, provision of facilities for exhibitions, rental of temporary accommodation, motel services, restaurant services, cafe, tea houses, coffee shops, banquet services, bars, wine bars, reservation services for hotel accommodation.

Taiwan hotel services, guest house services, providing facilities for conferences and exhibitions, rental of temporary accommodation, motel services, restaurant services, cafe, tea houses, coffee shops, services in providing foods and drinks, bars, wine bars, reservation services for hotel accommodation.

For trademarks applied by Dorsett International (M), the description of the services covered under class 35 and class 43 are as follows:–

Class 35: includes Advertising, Business management, Business administration, office functions
Class 43: services for providing food & drink, temporary accommodation

(2) As at the Latest Practicable Date, all trademarks in application have been received by the trade mark registry of each of the respective jurisdictions.

As at the Latest Practicable Date:

(a) for the marks applied in Australia, such trademarks have been published in the Australian Official Journal of Trademarks issued by the Commissioner of Patents for the purposes of the Trade Marks Act 1995;

(b) for the marks applied in Hong Kong, such trademarks have been accepted by the Registrar of Trademark under section 42 of the Trade Marks ordinance (Cap. 559 of the Laws of Hong Kong) and are published in the Hong Kong Intellectual Property Journal;

(c) for the marks applied in Macau, details are published in the Official Gazette of the Macau Special Administrative Region; and

(d) for the marks applied in Singapore, such trademarks have been published in the Trade Marks Journal Singapore published by the Intellectual Property Office of Singapore published in accordance with the Trade Marks Rules.

* According to a trademark and tradename licence agreement dated 30 August 2010 entered into between Dorsett International (M) and the Company, Dorsett International (M) authorises the Group to use such trademarks. Further details of this trademark and tradename licence agreement are set out in the section headed “Connected Transactions” of this prospectus.

(3) The description of the Group’s of goods and services covered by the respective class under trademark number 301258182 are as follows:

Class	Scope
3	Body wash, lotion, shampoo, conditioner
14	Clock
16	Writing pad, writing paper, envelope, pencil, pen, plastic bag for packaging, laundry bag
24	Towel, Flooring towel, shoe shine cloth
35	Advertising and promotional services, marketing, hotel and business management, hotel and business administration
43	Hotel services, providing temporary rooms and accommodation, restaurant services, catering services, provision of conference facilities

(4) As at the Latest Practicable Date, according to the Trade Mark Registry public search results, the First Examination Report of this trademark has been issued.

(b) Domain Names

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

	Domain Name	Registered Owner	Date of Registration	Expiry Date
1.	dorsett-hotel.com	Kosmopolito Hotels International Services	05.02.2001	05.02.2011
2.	dorsettinternational.com	Dorsett Regency Hotel (M)	19.11.2008	19.11.2011
3.	granddorsett.com	Merlin Labuan and Subang Jaya	21.11.2007	21.11.2010
4.	yueshanghai.com	Shanghai Li Yue Management	09.07.2009	09.07.2014
5.	yueshanghaihotel.com	Shanghai Li Yue Management	09.07.2009	09.07.2014
6.	yueshanghai.cn	Shanghai Li Yue Management	09.07.2009	09.07.2014
7.	yueshanghaihotel.cn	Shanghai Li Yue Management	09.07.2009	09.07.2014
8.	centralparkhotel.com.hk	Kosmopolito Hotels International Services	05.01.2005	07.01.2013
9.	cosmohotel.com.hk	Grand Expert	07.07.2005	08.07.2011
10.	cosmopolitanhotel.com.hk	Cosmopolitan Hotel Limited	04.11.2003	07.11.2010
11.	dorsettfareast.com.hk	Kosmopolito Hotels International Services	25.03.2006	28.03.2015
12.	dorsettkwloon.com.hk	Kosmopolito Hotels International Services	29.05.2008	13.06.2011
13.	dorsettolympic.com.hk	Kosmopolito Hotels International Services	30.10.2004	03.11.2010
14.	hiphotelconcept.com.hk	Hotel of Lan Kwai Fong	06.03.2006	07.03.2011
15.	lankwaifonghotel.com.hk	Kosmopolito Hotels International Services	08.04.2005	15.04.2013
16.	dorsett.com.my	Dorsett Regency Hotel (M)	27.09.2005	27.09.2010
17.	dorsettregency.com.my	Dorsett Regency Hotel (M)	12.05.1999	12.05.2011
18.	maytower.com.my	Venue Summit	17.06.2009	17.06.2011
19.	boutique-kosmopolito.com	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
20.	boutique-kosmopolito.com.hk	Kosmopolito Hotels International Services	12.08.2010	12.08.2011
21.	boutique-kosmopolito.com.my	Dorsett International (M)	04.08.2010	04.08.2011
22.	boutique-kosmopolito.com.sg	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
23.	boutique-kosmopolito.com.tw	Kosmopolito Hotels International (S)	04.08.2010	04.08.2011
24.	dorsettregency.com.hk	Kosmopolito Hotels International Services	12.08.2010	12.08.2011
25.	dorsettregency.com.sg	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
26.	dorsettregency.com.tw	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
27.	hotel-kosmopolito.com	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
28.	hotel-kosmopolito.com.hk	Kosmopolito Hotels International Services	12.08.2010	12.08.2011
29.	hotel-kosmopolito.com.my	Dorsett International (M)	04.08.2010	04.08.2011
30.	hotel-kosmopolito.com.sg	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
31.	hotel-kosmopolito.com.tw	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
32.	kosmohotels.com	Kosmopolito Hotels International (S)	30.08.2010	30.08.2011
33.	silkahotel.com	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
34.	silkahotel.com.hk	Kosmopolito Hotels International Services	12.08.2010	12.08.2011
35.	silkahotel.com.my	Dorsett International (M)	04.08.2010	04.08.2011
36.	silkahotel.com.sg	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011
37.	silkahotel.com.tw	Kosmopolito Hotels International (S)	03.08.2010	03.08.2011

C. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**1. Disclosure of interests**

- (a) Save as disclosed herein and in the sub-paragraph entitled “Summary of material contracts” in this Appendix, none of our Directors or the experts named in the paragraph entitled “Consents of experts” in this Appendix has any direct or indirect interest in the promotion of us or in any assets acquired or disposed of by or leased to any member of our Group or is proposed to be acquired or disposed of by or leased to any member of our Group within the two years immediately preceding the date of this prospectus.
- (b) Save as disclosed in the sub-paragraph entitled “Summary of material contracts” in this Appendix, none of our Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our Group’s business.

2. Particulars of service contracts

- (a) Each of the executive Directors entered into a service contract with the Company. The aggregate annual basic salary (excluding the bonus and share options mentioned below) of all the executive Directors pursuant to each of their respective services contracts is approximately HK\$4.61 million. The executive Director’s service contracts have a term ending on the third anniversary of the Listing Date and may be terminated with three months’ notice. The salary of each executive Director will be reviewed in accordance with our salary review policy. Each of the executive Directors may be entitled to a discretionary bonus based on performance.
- (b) Each of Tan Sri Dato’ CHIU, David (邱達昌), Mr. IP, Hoi Wah Edmond (葉海華), Mr. HOONG, Cheong Thard (孔祥達) and Mr. CHAN, Chi Hing (陳志興) has been appointed as a non-executive Director for an initial term ending on the third anniversary of the Listing Date under their appointment letters and may be terminated with three months’ notice and such notice may only expire after one year from the Listing Date. The aggregate annual directors’ fee payable to the non-executive Directors is approximately HK\$1.55 million.
- (c) Each of Mr. Shek, Lai Him Abraham (石禮謙), Mr. To, Peter (杜彼得) and Dr. Liu, Ngai Wing (廖毅榮) has been appointed as an independent non-executive Director for an initial term ending on the third anniversary of the Listing Date under their appointment letters and may be terminated with three months’ notice and such notice may only expire after one year from the Listing Date. The aggregate annual directors’ fee payable to the independent non-executive Directors is approximately HK\$450,000.

In addition, certain Directors will receive share options granted by the Board as indicated in the section headed “D. Share Option Scheme” in this Appendix.

3. Directors' remuneration

Save for Mr. Ip Hoi Wah Edmond (葉海華), who joined the Group in February 2010, no remuneration was paid or is payable to any directors of the companies comprising the Group during the Track Record Period. However, certain executive and non-executive Directors received remuneration from the FEC Group in respect of their services to both the FEC Group and the Group. The amounts paid by the FEC Group were not specifically allocated between their services to the Group and to the FEC Group, respectively, as such allocation of services of the directors to the various group companies in the FEC Group is not feasible.

Remuneration and benefits in kind of approximately HK\$2.59 million, HK\$2.58 million and HK\$3.75 million were paid and granted by the FEC Group to Tan Sri Dato' David Chiu (邱達昌) in respect of the Track Record Period.

Under the current arrangements, the aggregate remuneration and benefits in kind (excluding share options granted) of our Directors will be entitled to receive for the financial year ending 31 March 2011 is expected to be approximately HK\$5.9 million.

For further information on the remuneration of our Directors, please refer to Note 15 of the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

4. Interests and/or short positions of our Directors in our Shares, underlying shares or debentures of our Company and our associated corporations

Immediately following completion of the Global Offering and taking into account the options that are expected to be granted pursuant to the Share Option Scheme, further details of which are set out in the section headed "D. Share Option Scheme" in this Appendix (but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option), our Directors will have the following interests and/or short positions in the Shares, underlying shares or debentures of our Company and the associated corporations (within the meaning 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 in 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 entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, will be required to be notified to our Company and the Stock Exchange once the Shares are listed:

Long positions in our Shares

Name of the Director	Capacity	Number of Shares (Note 1 and 2)	Approximate percentage in our Company (Note 2)
Mr. MOK Kwai Pui Bill (莫貴標).....	Beneficial Interests ^(Note 1)	3,250,000	0.16%
Mr. CHU Chee Seng (朱志成).....	Beneficial Interests ^(Note 1)	3,229,166	0.16%
Mr. LAI Wai Keung (賴偉強).....	Beneficial Interests ^(Note 1)	1,458,333	0.07%
Ms. CHIU Wing Kwan Winnie (邱詠筠).....	Beneficial Interests ^(Note 1)	2,083,333	0.10%
Tan Sri Dato' CHIU, David (邱達昌).....	Interest of controlled corporation ^(Note 3)	1,460,000,000	73.0%
Mr. HOONG Cheong Thard (孔祥達).....	Beneficial Interests ^(Note 1)	2,600,000	0.13%
Mr. CHAN, Chi Hing (陳志興).....	Beneficial Interests ^(Note 1)	3,250,000	0.16%

Notes:

1. Details of the share options expected to be granted to the Directors are set out under the section headed "D. Share Option Scheme" in this Appendix.
2. The number of Shares subject to the option is equal to the value determined by the Company, in HK\$, divided by the Offer Price. For illustration purposes, we have calculated the number of underlying Shares pursuant to the option by dividing the aforesaid value, in HK\$, by an Offer Price of HK\$2.40 per Share, being the midpoint value of the proposed Offer Price range of HK\$2.04 to HK\$2.75 as stated in this prospectus. The percentage is calculated based on the number of Shares expected to be in issue immediately following the Global Offering but excluding the number of Shares which may fall to be issued under the Over-allotment Option and the Share Option Scheme.
3. These Shares are directly held by Ample Bonus which is wholly owned by FEC. As at the Latest Practicable Date, Tan Sri Dato' David Chiu (邱達昌) is interested in an aggregate of 662,695,547 shares (34.73%) of FEC, a Controlling Shareholder. Details of Tan Sri Dato' David Chiu's (邱達昌) interest in FEC are set out in note 2 under the table headed "Long positions in the shares of our associated corporations (as defined in the SFO)" in this Appendix. Tan Sri Dato' David Chiu (邱達昌) is a director of Ample Bonus.

Long positions in the shares of our associated corporations (as defined in the SFO)

Name of the Director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Description of shares	Approximate percentage of that associated corporation's issued share capital
Mr. MOK, Kwai Pui Bill (莫貴標)	FEC	Beneficial Interests	5,000,000 ⁽¹⁾	Ordinary Shares	0.26%
Mr. LAI Wai Keung (賴偉強)	FEC	Beneficial Interests	1,300,000 ⁽²⁾	Ordinary Shares	0.07%
Tan Sri Dato' CHIU, David (邱達昌)	FEC	Interest in controlled corporation	662,695,547 ⁽³⁾	Ordinary Shares	34.73%
Mr. HOONG, Cheong Thard (孔祥達)	FEC	Beneficial Interests	8,352,937 ⁽⁴⁾	Ordinary Shares	0.44%
Mr. CHAN, Chi Hing (陳志興)	FEC	Beneficial Interests	4,506,561 ⁽⁵⁾	Ordinary Shares	0.24%
Dr. LIU, Ngai Wing (廖毅榮)	FEC	Beneficial Interests	4,447	Ordinary Shares	0.00%

Notes:

1. As at the Latest Practicable Date, Mr. Mok, the company secretary, the chief financial officer and an employee of FEC, was interested in 5,000,000 share options in FEC that have a vesting period from 31 December 2006 to 31 December 2008. Such options are capable of being exercised in tranches from 1 January 2007 to 20 October 2014 at an exercise price of HK\$2.075.
2. As at the Latest Practicable Date, Mr. Lai was interested in 1,300,000 share options in FEC that have a vesting period from 31 December 2006 to 31 December 2008. Such options are capable of being exercised in tranches from 1 January 2007 to 20 October 2014 at an exercise price of HK\$2.075.
3. As at the Latest Practicable Date, Tan Sri Dato' David Chiu (邱達昌), an executive director and an employee of FEC, was interested in an aggregate of 662,695,547 ordinary shares (34.73%) of FEC of which (i) 13,026,362 ordinary shares (0.68%) were beneficially held by Tan Sri Dato' David Chiu (邱達昌); (ii) 557,000 ordinary shares (0.03%) were held by his spouse, Ms. Nancy Ng and (iii) 649,112,185 ordinary shares (34.01%) were held by Sumptuous Assets Limited and Modest Secretarial Services Limited, companies controlled by Tan Sri Dato' David Chiu (邱達昌).

4. As at the Latest Practicable Date, Mr. Hoong, the managing director and an employee of FEC, was interested in 8,352,937 ordinary shares (0.44%) in FEC of which (i) 261 ordinary shares (0.00%) and 7,400,000 share options (0.39%) were beneficially held by Mr. Hoong; (ii) 366,166 ordinary shares (0.02%) were beneficially jointly held by Mr. Hoong and his spouse Ms. Teng Pei Chun; and (iii) 586,510 ordinary shares (0.03%) which would fall to be issued upon conversion of the convertible bonds held beneficially by Mr. Hoong in the principal sum of HK\$2,000,000 issued by FEC based on the conversion price of HK\$3.41. The 7,400,000 share options have a vesting period from 15 September 2009 to 15 September 2012 and are capable of exercise, in tranches, from 16 September 2009 to 15 September 2019 at an exercise price of HK\$1.50.
5. As at the Latest Practicable Date, Mr. Chan, the chief operating officer and an employee of FEC, was interested in 206,561 ordinary shares and 4,300,000 share options in FEC representing 0.01% and 0.23% of the issued share capital of FEC. The 4,300,000 share options have a vesting period from 31 December 2006 to 31 December 2008, and are capable of exercise, in tranches, from 1 January 2007 to 20 October 2014 at an exercise price of HK\$2.075. Mr. Chan is also a director of Ample Bonus, our substantial shareholder.

Save as disclosed above, immediately following completion of the Global Offering and taking into account the option that are expected to be granted pursuant to the Share Option Scheme, further details of which are set out in the section headed "D. Share Option Scheme" in this Appendix (but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option), none of our Directors will have any interests and/or short position in the Shares, underlying shares or debentures of our Company and its associated corporations (within the meaning 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 entered in the register referred to therein or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules.

5. Interests and/or short position of substantial shareholders in our Shares, underlying Shares or debentures of our Company

So far as is known to our Directors, immediately following the completion of the Global Offering (but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option or any options that may be granted pursuant to the Share Option Scheme), the following persons (not being the Director or chief executive) will have an interest or a short position in the 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:

Long positions in our Shares

Name	Capacity/ Nature of interest	Number of Shares	Approximate percentage of shareholding immediately after the Global Offering ⁽¹⁾
Ample Bonus ⁽²⁾	Beneficial owner	1,460,000,000 Shares	73.0%
FEC	Interest in controlled corporation	1,460,000,000 Shares	73.0%

Notes:

- (1) The relevant percentages have been calculated by reference only to the aggregate number of Shares expected to be in issue on the Listing Date. We have therefore assumed that no Shares will be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme or the exercise of the Over-allotment Option and that 2,000,000,000 Shares will be in issue on the Listing Date.
- (2) Ample Bonus is wholly owned by FEC. FEC is deemed to be interested in the Shares held by Ample Bonus for the purpose of Part XV of the SFO.

For details relating to our Director's interests in Shares immediately following the completion of the Global Offering, please refer to the section entitled "Further information about Directors and substantial shareholders" in this Appendix.

So far as is known to our Directors, immediately following completion of the Global Offering (but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option or any options that may be granted pursuant to the Share Option Scheme), there is no other person (not being the Director or chief executive or members of the Group) who has an interest or a short position in the 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 will 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 or any other members of our Group.

6. Agency fees or commission

Within the two years preceding the date of this prospectus, 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 any member of our Group.

7. Disclaimers

- (i) Save as disclosed in the section headed "Interests and/or short position of our Directors in our Shares, underlying Shares or debentures of our Company and our associated corporations" in this Appendix, none of our Directors or chief executive has any interest and/or short position in the Shares, the underlying shares or debentures of our Company or, any of our associated corporations (within the meaning 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 in 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 entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, once the Shares are listed.
- (ii) There are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group.
- (iii) None of our Directors or the experts named in the paragraph entitled "Consents of experts" in this Appendix has any direct or indirect interest in the promotion of, or 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, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.
- (iv) None of our Directors or experts named in the paragraph entitled "Consents of experts" in this Appendix is materially interested in any contract or arrangement subsisting as at the date of this prospectus which is significant in relation to the business of our Group taken as a whole.
- (v) No cash, share or other benefit has been paid, allotted or given within the two years preceding the date of this prospectus to any promoter of our Company nor is any cash, share or benefit intended to be paid, allotted or given on the basis of the Global Offering or related transactions as mentioned in this prospectus.
- (vi) So far as is known to our Directors, none of our Directors, their respective associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our five largest customers or our five largest suppliers.

D. SHARE OPTION SCHEME

For the purpose of this section only, unless the context otherwise requires, the following words shall have the following meanings:

“Adoption Date”	10 September 2010, the date on which the Share Option Scheme was conditionally adopted by written resolutions of all the Shareholders;
“Board”	the board of directors of our Company for the time being or a duly authorised committee thereof;
“Business Day”	any day (excluding a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for business;
“Date of Grant”	in respect of an Option and unless otherwise specified in the letter of grant, the Business Day on which the Board resolves to make an offer, or the grant of an Option to a Participant whether or not the Offer is subject to Shareholders’ approval on the terms of the Share Option Scheme;
“Grantee”	any Participant who accepts an offer in accordance with the terms of the Share Option Scheme, or (where the context so permits) a person entitled to any such Option in consequence of the death of the original Grantee, or the personal representative of such person;
“Group”	the Company and the subsidiaries;
“Offer”	the offer of the grant of an Option;
“Option”	an option to subscribe for Shares pursuant to the Share Option Scheme and for the time being subsisting;
“Option Period”	in respect of any particular Option, the period to be determined and notified by the Board to the Grantee at the time of making an Offer which shall not expire later than 10 years from the Date of Grant;
“Participants”	directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of the FEC Group (other than our Group) and our Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of any member of our Group who the Board considers, in its sole discretion, have contributed or will contribute to our Group;
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to paragraph (d) below; and

“Subsidiary”

a company which is for the time being and from time to time a subsidiary (within the meaning of the Hong Kong Companies Ordinance) of our Company, whether incorporated in Hong Kong or elsewhere.

The following is a summary of the principal terms of the Share Option Scheme which complies with Chapter 17 of the Listing Rules approved by the written resolutions of all the Shareholders passed on 10 September 2010:

(a) Purpose

The purpose of the Share Option Scheme is to reward Participants who have contributed to our Group and to encourage Participants to work towards enhancing the value of our Company and the Shares for the benefit of our Company and the Shareholders as a whole.

(b) Who May Join

Our Directors may, at their discretion, invite Participants to take up Options at a price calculated in accordance with paragraph (d) below. An Offer shall remain open for acceptance by the Participant concerned for 28 days from the Date of Grant provided that no such Offer shall be open for acceptance after the expiry of the Option Period or after the Share Option Scheme is terminated or after the Participant has ceased to be a Participant. An Offer is deemed to be accepted when our Company receives from the Grantee the Offer letter signed by the Grantee specifying the number of Shares in respect of which the Offer is accepted, and a remittance to our Company of HK\$1.00 as consideration for the grant of the Option. Such remittance is not refundable in any circumstances. The Offer shall specify the terms on which the Option is granted. Such terms may at the discretion of the Board, include among other things, (i) the minimum period for which an Option must be held before it can be exercised, and/or (ii) a performance target that must be reached before the Option can be exercised in whole or in part, and (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.

(c) Grant of Options to Connected Persons or any of their Associates

Any grant of Options to any Director, chief executive or substantial shareholder (as such term as defined in the Listing Rules) of our Company, or any of their respective associates under the Share Option Scheme or any other share option schemes of our Company or any of the Subsidiaries shall be subject to the prior approval of the independent non-executive Directors (excluding independent non-executive Directors who are the proposed Grantees of the Options in question). 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 or 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 on the date of such grant; and
- (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million,

such further grant of Options shall be subject to prior approval by resolution of the Shareholders (voting by way of poll). We shall send a circular to the Shareholders in accordance with the Listing Rules and all Connected Persons shall abstain from voting in favour of the resolution at such general meeting of the Shareholders.

(d) Subscription Price

The Subscription Price shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant which must be a Business Day;
- (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the Date of Grant; and
- (iii) the nominal value of the Shares.

For the purposes of calculating the Subscription Price where the Company has been listed for less than five Business Days, the Offer Price shall be used as the closing price for any Business Day falling within the period before the Listing Date.

(e) Maximum Number of Shares

- (i) The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of our Company shall not, in the absence of Shareholders' approval, in aggregate exceed 200,000,000 shares, being 10% in nominal amount of the aggregate of Shares in issue on the Listing Date (not taking into account any Shares which may be allotted and issued under the Over-allotment Option) (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Share Option Scheme and (as the case may be) such other share option schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (ii) We may renew the Scheme Mandate Limit at any time subject to prior Shareholders' approval but in any event, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of our Company under the limit as refreshed must not exceed 10% of the Shares then in issue as at the date of the Shareholders' approval of the renewed limit. Options previously granted under the Share Option Scheme and any other share option schemes of our Company (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the limit as renewed.
- (iii) For the purpose of seeking the approval of our Shareholders, we will send a circular containing 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 to our Shareholders.
- (iv) Notwithstanding the foregoing, we may grant Options beyond the Scheme Mandate Limit to Participants if:
 - (1) separate Shareholders' approval has been obtained for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by us before such Shareholders' approval is sought; and
 - (2) we, in connection with the seeking of such separate Shareholders' approval, has first sent a circular to Shareholders containing such information as may be required by the Listing Rules then prevailing to be included in such circular.

- (v) Subject to paragraph (vi) below, the maximum number of Shares issued and to be issued upon exercise of the Options granted to each Grantee under the Share Option Scheme (including both exercised and outstanding Options) in any 12-month period shall not (when aggregated with any Shares subject to options granted during such period under any other share option scheme(s) of our Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting) exceed 1% of the Shares in issue for the time being (the "Individual Limit").
- (vi) Where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Participant and his associates abstaining from voting. We must send a circular to the Shareholders disclosing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant) and such other information required under the Listing Rules.
- (vii) At any time, the maximum number of Shares which may be issued upon exercise of all Options which then have been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of our Company shall not, in the absence of Shareholders' approval, in aggregate exceed 30% of the Shares in issue from time to time.

(f) Time of Exercise of Option

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during the Option Period.

(g) Rights are Personal to Grantees

An Option is personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option.

(h) Rights on Termination of Employment by Dismissal

- (i) If the Grantee ceases to be a Participant by reason of the termination of his employment or directorship on the grounds of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily, his Option will lapse automatically (to the extent not already exercised) and not be exercisable on or after the date of termination of his employment.
- (ii) If the Grantee who is an employee or a director of our Company or another member of our Group ceases to be a Participant for any reason other than his death or termination of his employment or directorship on one or more of the grounds specified in paragraph (h)(i) above, the Option shall lapse (to the extent not already exercised) on the date of cessation or termination of his employment and shall on that day cease to be exercisable.

(i) Rights on Ceasing to be a Participant

If the Grantee who is not an employee or a Director or another member of the Group ceases to be a Participant as and when determined by the Board by resolution for any reason other than his death, the Board may by written notice to such Grantee within one month from the date of such cessation determine the period within which the Option (or such remaining part thereof) shall be exercisable following the date of such cessation.

(j) Rights on Death

If the Grantee ceases to be a Participant by reason of his death before exercising his Option in full and none of the events which would be a ground for termination of his employment as described in paragraph (h)(i) above have arisen, his personal representative(s) may exercise the Option up to the Grantee's entitlement as at the date of death (to the extent not already exercised) within a period of 12 months following the date of his death.

(k) Effect of Alterations to Share Capital

In the event of an alteration in the capital structure of our Company, whilst any Option remains exercisable, by way of capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of shares, or reduction of the share capital of our Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the capital structure of our Company as a result of an issue of Shares as consideration in a transaction to which our Company is a party), such corresponding adjustments (if any) shall be made to:

- (i) the number or nominal amount of Shares subject to the Option so far as unexercised; or
- (ii) the Subscription Price,

or any combination thereof, provided that:

- (a) any such adjustments give a Grantee the same proportion of the equity capital of our Company as that to which that Grantee was previously entitled; and
- (b) notwithstanding paragraph (k)(a) above, any adjustments as a result of an issue of securities with a price-dilutive element, such as a rights issue, open offer or capitalisation issue, should be based on a scrip factor similar to the one used in accounting standards in adjusting the earnings per share figures (referred to in Hong Kong Accounting Standards 33) and the acceptable adjustments set out in the Supplemental Guidance on Listing Rule 17.03(3) issued by the Stock Exchange on 5 September 2005,

but no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value. In respect of any such adjustments, an independent financial advisor or our auditors must confirm to the Directors in writing that the adjustments are in their opinion fair and reasonable.

(l) Rights on a General Offer by way of Takeover

In the event of a general offer by way of takeover (other than by way of scheme of arrangement) being made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, we shall forthwith notify all the Grantees and any Grantee (or his legal personal representative) shall be entitled to exercise the Option in full (to the extent not already exercised) or to the extent as notified by us at any time within such period as shall be notified by us.

(m) Rights on a General Offer by way of Scheme of Arrangement

In the event of a general offer by way of scheme of arrangement being made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, we shall forthwith notify all the Grantees and any Grantee (or his legal personal representative) may at any time thereafter, (but before such time as shall be notified by us) exercise the Option either to its full extent or to the extent notified by us.

(n) Rights on Winding-up

In the event a notice is given by us to the Shareholders to convene a Shareholders' meeting to consider and, if thought fit, approve a resolution to voluntarily wind-up our Company, we shall forthwith give notice thereof to all Grantees and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by us) exercise the Option either to its full extent or to the extent notified by us, and we shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot and issue and register in the name of the Grantee such number of Shares to the Grantee which fall to be issued on such exercise.

(o) Rights on a Compromise or Arrangement

In the event a compromise or arrangement (other than a scheme of arrangement) between us and our members or creditors is proposed in connection with a scheme for the reconstruction or amalgamation of our Company, we shall give notice to all the Grantees on the same date as it gives notice of the meeting to its members or creditors to consider such a compromise or arrangement, and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by us) exercise the Option either to its full extent or to the extent notified by us and we shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot and issue and register in the name of the Grantee such number of Shares which fall to be issued on such exercise.

(p) Ranking of Shares

The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the articles of association of the Company for the time being in force and shall rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which these Shares are allotted on exercise of the Option and accordingly shall entitle the holders to participate in all dividend or other distributions paid or made after the date on which the Shares are allotted other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.

(q) Period of the Share Option Scheme

The Share Option Scheme was adopted for a period of 10 years commencing from the Adoption Date. We may, by ordinary resolution in a general meeting or, such date as the board of Directors determines, terminate the Share Option Scheme at any time without prejudice to the exercise of Options granted prior to such termination.

(r) Alterations to the Share Option Scheme

- (i) The specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants without the prior approval of Shareholders in general meeting;
- (ii) changes to the authority of the Board in relation to any alteration of the terms of the Share Option Scheme shall not be made, without the prior approval of Shareholders in general meeting, and
- (iii) any alterations to the terms and conditions of the Share Option Scheme which are of a material nature, or any change to the terms 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. The Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

(s) Conditions of the Share Option Scheme

The Share Option Scheme shall take effect subject to:

- (i) the passing of the resolution by the Shareholders to approve and adopt the Share Option Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Options;
- (ii) the Listing Committee granting approval of the listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of Options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the Listing Date (being 200,000,000 Shares)); and
- (iii) the commencement of trading of the Shares on the Main Board of the Stock Exchange.

(t) Lapse of Option

An Option shall lapse automatically and shall not be exercisable, to the extent not already exercised, on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of the periods referred to in paragraphs (h), (i), (j), (l) to (o) above respectively;
- (iii) the expiry of the period referred to in paragraph (l) above, subject to any court of competent jurisdiction not making an order to prohibit the offeror from acquiring the remaining Shares in the Offer;

- (iv) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in paragraph (m) above;
- (v) the date of commencement of the winding-up of the Company;
- (vi) the date on which the Grantee ceases to be a Participant as referred to in paragraph (h)(i) and (i) above;
- (vii) the date on which the Grantee commits a breach by selling, transferring, charging, mortgaging, encumbering or creating any interest in favour of any third party over or in relation to any Option; and
- (viii) subject to paragraph (h)(ii), the date the Grantee ceases to be a Participant for any other reason.

(u) Termination of the Share Option Scheme

We, by ordinary resolution in general meeting, or the Board may at anytime terminate the Share Option Scheme and in such event no further Options may be granted but in all other respects the Share Option Scheme shall remain in full force and effect in respect of Options which are granted during the life of the Share Option Scheme and which remain unexpired immediately prior to termination of the operation of the Share Option Scheme.

(v) Restriction on Grant of Option

In addition, a grant of Options may not 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 published in the newspapers or in such other manner as prescribed by the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:

- (i) the date of the board meeting of our Company (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our results for any year, half-year or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for us 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 Option may be granted.

(w) Cancellation

Any Options granted but not exercised may be cancelled if the Participant so agrees.

As at the Latest Practicable Date, the details of the individuals whom we expect to grant share options pursuant to the Share Option Scheme on the Listing Date are as follows:

Grantee	Position in relevant Group companies	Residential address	Value for the purpose of determining number of option to be granted (HK\$) (Note 1)	Number of underlying Shares pursuant to the Option for illustrative purposes (Note 1)	Approximate percentage of the issued Shares for illustrative purposes (Note 2)
MOK Kwai Pui Bill (莫貴標)	President Executive Director Company Secretary	Block A, 2/F The Hacienda 90 Repulse Bay Road Hong Kong	7,800,000	3,250,000	0.16%
CHU Chee Seng (朱志成)	Executive Director Chief Financial Officer	Apt/Block 128 Lorong Ah Soo, #11-300, Singapore 530128 Singapore	7,750,000	3,229,166	0.16%
CHAN Chi Hing (陳志興)	Non-Executive Director	Flat B, 26/F Block 5, Royal Peninsula 8 Hung Lai Road Hung Hom, Kowloon Hong Kong	7,800,000	3,250,000	0.16%
YIP Shu Kiong (葉樹強)	Chief Marketing Officer	175B Bencoolen Street #09-10 Singapore 189651 Singapore	7,750,000	3,229,166	0.16%
HOONG Cheong Thard (孔祥達)	Non-Executive Director	5/F, Flat A, Kennedy Heights 10-18 Kennedy Road Mid Levels, Hong Kong	6,240,000	2,600,000	0.13%
CHIU Wing Kwan Winnie (邱詠筠)	Executive Director Chief Strategy Officer	House 3, Lancaster Place, 23 La Salle Road, Kowloon Tong, Kowloon, Hong Kong	5,000,000	2,083,333	0.10%
LAI Wai Keung (賴偉強)	Executive Director Chief Operating Officer, China and Hong Kong	Flat C, 32/F, Tower 2, 38 Sung Wong Toi Road Sky Tower, Ma Tau Kok Kowloon, Hong Kong	3,500,000	1,458,333	0.07%

Grantee	Position in relevant Group companies	Residential address	Value for the purpose of determining number of option to be granted (HK\$) (Note 1)	Number of underlying Shares pursuant to the Option for illustrative purposes (Note 1)	Approximate percentage of the issued Shares for illustrative purposes (Note 2)
CHIU Jennifer Wendy . . .	Head of interior design	House 4, Sussex Lodge, 831 Clear Water Bay Road, Sai Kung, New Territories, Hong Kong	3,500,000	1,458,333	0.07%
TANG Seng Mun	Chief Operating Officer for the hotel operations in Malaysia	Suite 7-23-28, Maytower Hotel Serviced Apartments 7 Jalan Munshi Abdullah 50100 Kuala Lumpur Malaysia	2,000,000	833,333	0.04%
CHAN Siu Fong Anita (陳 小芳).	General Manager of Cosmopolitan Hotel and Cosmo Hotel	Flat B3, 30th Floor, Block B, Fortune Gardens 11 Seymour Road Mid-levels, Hong Kong	2,000,000	833,333	0.04%
KWAN Shuk Wah Rebecca (關淑華)	General Manager of Lan Kwai Fong @ Kau U Fong and Central Park Hotel	Flat B, 11/F, Wah Lai Court 12 Wah King Hill Road Kwai Chung, New Territories Hong Kong	2,000,000	833,333	0.04%
KWONG Wing Cheung . .	General Manager of Dorsett Kowloon Hotel and Dorsett Seaview Hotel	Flat D, 15/F, Block 39, City One Shatin 16 Pak Tak Street Shatin, New Territories, Hong Kong	2,000,000	833,333	0.04%
TOH Lai Fong Christina . .	General Manager of Dorsett Regency Hotel, Kuala Lumpur	172 Jalan Imbi 55100 Kuala Lumpur Malaysia	2,000,000	833,333	0.04%
HENG Binh Jasmine Aabdullah.	General Manager of Grand Dorsett Subang Hotel	Jalan SS12/1Subang Jaya 47500 Malaysia	2,000,000	833,333	0.04%

Grantee	Position in relevant Group companies	Residential address	Value for the purpose of determining number of option to be granted (HK\$) (Note 1)	Number of underlying Shares pursuant to the Option for illustrative purposes (Note 1)	Approximate percentage of the issued Shares for illustrative purposes (Note 2)
CHENG Wai Ching (鄭維政)	General Manager of Dorsett Far East Hotel	Flat G, 10/F, Block 4, Cheerful Park Sheung Shui, New Territories, Hong Kong	1,200,000	500,000	0.03%
LI Kim Lung	Group Chief Engineer	Flat 5, 5/F, Block D, 14 Kwai Yi Road New Kwai Fong Gardens Kwai Chung New Territories Hong Kong	1,200,000	500,000	0.03%
CHIN Hon Bun (錢漢彬)	Owner's representative	Flat 4, 11/F, Block G, Yeung King House Siu Shan Court Tuen Mun New Territories Hong Kong	1,200,000	500,000	0.03%
LAI Siuw Hong	General Manager of Maytower Hotel	2 Jln Kosas 3/13 Tmn Kosas 68000 Ampang Selangor	1,200,000	500,000	0.03%
WILFRED Anthony Herbert	General Manager of Grand Dorsett Labuan Hotel	462 Jalan Merdeka 87029 Labuan F.T Malaysia	1,200,000	500,000	0.03%
Total			67,340,000	28,058,329	1.40%

Notes:

- The number of underlying Shares pursuant to the Option is equal to the value determined by the Company as stated above, in HK\$, divided by the Offer Price. For illustration purposes, we have calculated the number of underlying Shares pursuant to the Option by dividing the aforesaid value, in HK\$, by an Offer Price of HK\$2.40 per Share, being the midpoint value of the proposed Offer Price range of HK\$2.04 to HK\$2.75 per Share as stated in this prospectus.
- The percentage is for illustrative purposes only and is based on the number of Shares in issue immediately following completion of the Global Offering and the Capitalisation Issue and assuming the Over-allotment Option and the options expected to be granted under the Share Option Scheme have not been exercised, i.e. 200,000,000 Shares.

The first instalment of all Options shall vest on the first anniversary date of the Listing Date and all Options vested will, if not exercised, expire on the third anniversary of the respective vesting date.

Mr. Chu Chee Seng (朱志成) and Mr. Yip Shu Kiong (葉樹強), who are expected to be granted Options under the Share Option Scheme as set out above, may only exercise such Options expected to be granted in three instalments in the following manner:

Period of exercise of the relevant percentage of the option	Maximum percentage of options exercisable
A period of three years commencing on the first anniversary date of the Listing Date	30% of the total number of Options granted
A period of three years commencing on the second anniversary date of the Listing Date	30% of the total number of Options granted
A period of three years commencing on the third anniversary date of the Listing Date	40% of the total number of Options granted

The remaining grantees expected to be granted Options under the Share Option Scheme as set out above may only exercise such Options expected to be granted in five equal instalments in the following manner:

Period of exercise of the relevant percentage of the option	Maximum percentage of options exercisable
A period of three years commencing on the first anniversary date of the Listing Date	20% of the total number of Options granted
A period of three years commencing on the second anniversary date of the Listing Date.	20% of the total number of Options granted
A period of three years commencing on the third anniversary date of the Listing Date	20% of the total number of Options granted
A period of three years commencing on the fourth anniversary date of the Listing Date	20% of the total number of Options granted
A period of three years commencing on the fifth anniversary date of the Listing Date	20% of the total number of Options granted

The proposal to grant such Options to the grantees as set out above has been approved by the Board (including the independent non-executive Directors) on 10 September 2010. Pursuant to the terms of the Share Option Scheme which are compliant with Note 1 to Rule 17.03(9) of the Listing Rules, the exercise price of such Options expected to be granted on the Listing Date to the grantees shall be determined based on the higher of (i) the closing price of the Shares on the Listing Date and (ii) the Offer Price.

The number of underlying Shares pursuant to the Option equals to the fixed value determined and approved by the Board stated in the table above, divided by the Offer Price. Assuming an Offer Price of HK\$2.40 per Share, being the mid-point of the proposed Offer Price range of HK\$2.04 to HK\$2.75 per Share as stated in this prospectus, the number of underlying Shares pursuant to the Options expected to be granted under the Share Option Scheme on the Listing Date will amount to

28,058,329 Shares, representing approximately 1.40% of the issued Shares immediately following the completion of the Global Offering and the Capitalisation Issue but assuming that the Over-allotment Option is not exercised.

For illustrative purpose only (since no Options will be exercised until at least the first anniversary date of the Listing Date), if all Options were exercised immediately following the completion of the Global Offering and the Capitalisation Issue but assuming that the Over-allotment Option is not exercised, this would have a dilutive effect on the shareholdings of our Shareholders of approximately 1.38% assuming the total issued share capital of the Company is only enlarged by the Shares so issued pursuant to the exercise of the aforesaid Options. There will not be any dilutive effect on the forecasted earnings per Share for the six-month period ending 30 September 2010 as the expected date of grant (being the Listing Date) falls outside such forecasted period. However, as the Options expected to be granted on the Listing Date will be exercisable for a period of up to 8 years from the expected date of grant (being the Listing Date) any such dilution and impact on earnings per Share will be staggered over several years.

Assuming that all of the Options granted under the Share Option Scheme had been exercised in full as at 1 April 2010 and that an aggregate of 2,000,000,000 Shares (being the number of Shares to be issued pursuant to the Capitalisation Issue and the Global Offering (assuming the Over-allotment Option is not exercised)), and the aforementioned 28,058,329 Shares which may be issued upon the exercise in full of the Options granted pursuant to the Share Option Scheme, were in issue as at 1 April 2010, the earnings per Share attributable to equity holders of the Company for the forecasted period ending 30 September 2010 would have been diluted from approximately HK1.61 cents per Share to approximately HK1.59 cents per Share.

Pursuant to the Listing Rules, an announcement will be made on or about the Listing Date in relation to the actual number of Options to be granted to employees of the Company when such information is available.

The Options granted under the Share Option Scheme will not be exercisable within the first twelve months from the Listing Date. The Directors will not exercise any Options granted under the Share Option Scheme to the extent that the percentage of the Shares in the public hands will be less than the public float requirements under the Listing Rules.

E. OTHER INFORMATION

1. Indemnity

Each of the Controlling Shareholders has entered into a Deed of Indemnity in favour of our Company (for itself and as trustee for each of our present subsidiaries) whereby it has given indemnity in connection with, among other matters:

- (i) any liability of our Company to any form of taxation (including without limitation to withholding and such other taxes pursuant to GuoShuiHan No. 698), duties, rates, deduction, withholdings, levies, fees, charges, social security contribution or other impositions (including those of a provisional nature) whenever created or imposed and whether of Hong Kong, the PRC, Singapore, Malaysia or of any part of the world and, whatsoever and without prejudice to the generality of the foregoing, includes any tax computed on profits or income, any tax computed on capital assets, profits tax, provisional profits tax, interest tax, salaries tax, property tax, value added tax and land appreciation tax, taxes on income, inheritance tax, gift duty, transfer tax, estate duty, death duty, capital duty, stamp duty, payroll tax, employment tax, withholding tax, rates, customs and excise duties and generally other liabilities payable by the Group Companies to the revenue or fiscal authorities in Hong Kong, the PRC, Singapore, Malaysia or any part of the world;

- (ii) any historical non-payment of housing funds in the PRC by the Company's subsidiaries (including but not limited to that of Wuhan Far East, Wuhan Hong Kong and Macau Centre and Wuhan Li Yue Management) for their respective employees;
- (iii) the lack of title certificates held by Ching Chu (Shanghai) in respect of its Dorsett Regency CBD, Zhongshan hotel in the PRC;
- (iv) historical regulatory breaches by the Group including but not limited to that of the land grant terms by Caragis and Vicsley in respect of Central Park Hotel and Hotel of Lan Kwai Fong in respect of Lan Kwai Fong Hotel @ Kau U Fong and breaches of the Companies Ordinance by those members of the Group in respect of the laying of accounts and/or failing to make the requisite regulatory filings within the prescribed time or at all; and
- (v) the failure to transfer the relevant land title on which Maytower Hotel and Dorsett Johor Hotel are respectively erected.

Our Directors have been advised that no material liability for estate duty is likely to fall on any member of our Group in the Cayman Islands.

The Deed of Indemnity does not cover any claim and the indemnifiers shall be under no liability under such deed in respect of taxation or liability:-

- (i) to the extent that provision, reserve or allowance has been made for such taxation or claim in the audited accounts of the Group for each of the three financial years ended 31 March 2008, 2009 and 2010 ("Accounts");
- (ii) to the extent that such taxation or claim arises or is incurred as a result of the imposition of taxation or claims as a consequence of any retrospective change in the law, rules and regulation 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 taxation or claim arises or is increased by an increase in rates of taxation or claim after the thereof with retrospective effect;
- (iii) to the extent of any provision or reserve made for taxation in the Accounts which is finally established to be an over-provision or an excessive reserve in which case the indemnifiers' liability (if any) in respect of taxation shall be reduced by an amount not exceeding such provision or reserve, provided that the amount of any such provision or reserve applied to reduce the indemnifiers' liability in respect of taxation shall not be available in respect of any such liability arising thereafter;
- (iv) falling on the Company after the Listing Date unless (a) the bases of such taxation occur prior to the Listing Date; or (b) such taxation or liability would not have arisen but for any act or omission by the Company (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) voluntarily effected without the prior written consent or agreement of the Indemnifiers (such consent or agreement not to be unreasonably withheld or delayed), otherwise than in the ordinary course of business after the date of the Deed of Indemnity;

- (v) to the extent that such taxation or liability is discharged by another person who is not the Company or a member of the Group companies and that the Company or such member of the Group companies is not required to reimburse such person in respect of the discharge of the taxation or liability; and
- (vi) for which the Company is primarily liable as a result of any event occurring or income, profits earned, accrued or received or alleged to have been earned, accrued or received or transactions entered into in the ordinary course of business after the Listing Date.

2. Litigation

As at the Latest Practicable Date, save as disclosed above and in the section headed “Business — Litigation” in this prospectus, no member of our Group was engaged in any litigation, claim or arbitration of material importance and no litigation, claim or arbitration of material importance is known to our Directors to be pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, all our Shares in issue and any Shares which may fall to be issued as mentioned herein, including any Shares that may be issued upon the exercise of the Over-allotment Option and any Shares falling to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme. All necessary arrangements have been made enabling such Shares to be admitted to CCASS.

4. Preliminary expenses

The estimated preliminary expenses of our Company are approximately US\$5,000 and are payable by our Company.

5. Consents of experts

Each of Credit Suisse, Morgan Stanley, RBS, Deloitte Touche Tohmatsu, DTZ Debenham Tie Leung Limited, Raine and Horne International Zaki + Partners Sdn. Bhd., Commerce and Finance Law Offices and Maples and Calder has given and has not withdrawn its respective written consents to the issue of this prospectus with copies of its reports, valuation certificate, letters, opinions or summaries of opinions (as the case may be) and the references to its names included herein in the form and context in which it is respectively included.

6. Qualification of experts

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

Name	Qualification
Credit Suisse	Licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (dealing on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities as defined under the SFO
Morgan Stanley	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities as defined under the SFO
RBS	Licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified public accountants
DTZ Debenham Tie Leung Limited	Independent property valuer (Hong Kong, PRC and Singapore)
Raine and Horne International Zaki + Partners Sdn. Bhd.	Independent property valuer (Malaysia)
Commerce and Finance Law Offices	Legal advisers to the Company on PRC laws
Maples and Calder	Legal advisers to the Company on laws of the Cayman Islands

7. Interests of experts in our Company

None of the persons named in the paragraph entitled "Consents of experts" in this Appendix is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any Shares or securities in any member of our Group.

8. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, 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.

9. Miscellaneous

- (a) Within the two years preceding the date of this prospectus,
- (i) save as disclosed in the section headed “Changes in share capital of subsidiaries” and “Written Resolution of our Shareholders” in this Appendix, no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (ii) save as disclosed in the section headed “Underwriting” in this prospectus, no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
 - (iii) save as disclosed in the section headed “Share Option Scheme” in this Appendix, 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;
 - (iv) save as disclosed in the section headed “Underwriting” in this prospectus, no commission has been paid or payable (except commission to sub-underwriters) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any of our Share in our Company or any of our subsidiaries; and
 - (v) save as disclosed in the section headed “Structure of the Global Offering” in this prospectus, none of the equity and debt securities of the Company is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought.
- (b) There has not been any interruption in our business which may have or has had a significant effect on our financial position in the 12 months preceding the date of this prospectus.
- (c) There are no founder, management or deferred shares or any debenture in our Company or any of our subsidiaries.
- (d) All necessary arrangements have been made to enable the Shares to be admitted into CCASS.
- (e) The principal register of our members will be maintained in the Cayman Islands by our Cayman Islands Share Registrar and a register of our members will be maintained in Hong Kong by our Hong Kong Share Registrar. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our register in Hong Kong and may not be lodged in the Cayman Islands.

10. Bilingual prospectuses

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 prospectus from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and the Chinese language version, the English language version shall prevail.

11. Particulars of the Selling Shareholder

Name	Description	Address	Number of Sale Shares
Ample Bonus (Note 1).....	Company	P.O. Box 957, Offshore Incorporation Centre, Road Town, Tortola BVI	270,000,000 (Note 2)

Notes:

1. Tan Sri Dato' David Chiu (邱達昌) and Mr. Chan Chi Hing (陳志興), both being non-executive directors of our Company, are directors of Ample Bonus.
2. Upon the exercise of the Over-allotment Option, Ample Bonus may be required to sell up to an additional 40,500,000 Shares (being 15% of the Sale Shares offered by the Selling Shareholder under the International Offering).