

IMPORTANT

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



CHINA NEW MATERIALS HOLDINGS LIMITED

中國新材控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 292,500,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 29,250,000 Shares (subject to adjustment)
Number of International Offer Shares	: 263,250,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$3.33 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal Value	: HK\$0.01 per Share
Stock Code	: 1887

Joint Sponsors



Piper Jaffray

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Piper Jaffray



Co-Managers

China Everbright Securities
(HK) Limited

Guotai Junan Securities
(Hong Kong) Limited

Kingston Securities
Limited

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents in this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents in this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents delivered to the Registrar of Companies and available for inspection" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents in this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement with the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date, which is expected to be on or around December 3, 2010 and, in any event, not later than December 10, 2010. The Offer Price will be not more than HK\$3.33 per Offer Share and is currently expected to be not less than HK\$2.33 per Offer Share. If, for any reason, the Offer Price is not agreed by 5:00 p.m. on December 10, 2010 by the Joint Global Coordinators (on behalf of the Underwriters) and us, the Global Offering will not become unconditional and will lapse.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except that the Offer Shares may be offered, sold or delivered (i) within the United States in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A under the U.S. Securities Act or another exemption from registration under the U.S. Securities Act; and (ii) in offshore transactions outside the United States in reliance on Regulation S under the U.S. Securities Act.

The Joint Global Coordinators (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If applications for the Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. More details are set out in the section headed "Structure of the Global Offering" in this prospectus.

Pursuant to certain provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Joint Global Coordinators (on behalf of the Underwriters) have the right in certain circumstances, in their absolute discretion, to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the day on which dealings in the Shares first commence on The Stock Exchange of Hong Kong Limited. Further details of the terms of such provisions are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

November 30, 2010