
HOW TO APPLY FOR PUBLIC OFFER SHARES

HOW TO APPLY FOR THE PUBLIC OFFER SHARES

There are three ways to make an application for the Public Offer Shares. You may apply for the Public Offer Shares by either (i) using a **WHITE** or **YELLOW** Application Form; (ii) applying online through designated website of the HK eIPO White Form Service Provider, referred herein as the “HK eIPO White Form Service” (www.hkeipo.hk), or (iii) by giving **Electronic Application Instructions** to HKSCC to cause HKSCC Nominees to apply for the Public Offer Shares on your behalf. Except where you are a nominee and provide the required information in your application, **you or you and your joint applicant(s) may not make more than one application (whether individually or jointly) by applying using a WHITE or YELLOW Application Form or applying online through HK eIPO White Form Service or by giving Electronic Application Instructions to HKSCC.**

Who can apply for the Offer Shares

- (a) You, the applicant(s), and any person(s) for whose benefit you are applying, must be 18 years of age or above and must have a Hong Kong address.
- (b) If you are a firm, the application must be made in the name(s) of the individual member(s), not in the firm’s name.
- (c) If you are a body corporate, the application must be stamped with the company chop (bearing the company name) and signed by a duly authorised officer, who must state his or her representative capacity.
- (d) Save under the circumstances permitted by the Listing Rules, you cannot apply for any Public Offer Shares if you or any person(s) for whose benefit you are applying is/are:
 - an existing beneficial owner of the shares in the Company or any of its subsidiaries;
 - the chief executive or a director of the Company or any of its subsidiaries;
 - an associate (as defined in the Listing Rules) of any of the above;
 - within the United States or a U.S. person(s) as defined in Regulation S of the U.S. Securities Act 1933, as amended;
 - a connected person (as defined in the Listing Rules) of the Company or a person who will become a connected person of the Company (as defined in the Listing Rules) immediately upon completion of the Share Offer;
 - a legal or natural person of the PRC (other than Hong Kong, Macau and Taiwan);
 - a person who does not have a Hong Kong address; or

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- have been allotted or have applied for or indicated an interest in any Placing Shares under the Placing.

(e) The total number of joint applicants may not exceed four.

If you wish to apply for the Offer Shares online through the **HK eIPO White Form Service**, in addition to the above, you must also:

- have a valid Hong Kong identity card number; and
- be willing to provide a valid e-mail address and a contact telephone number.

Which application method to use

(a) **WHITE Application Form**

Use a **WHITE** Application Form if you want the Public Offer Shares to be issued in your own name.

(b) **HK eIPO White Form**

Instead of using a **WHITE** Application Form, you may apply for the Public Offer Shares by means of the **HK eIPO White Form Service** by submitting an application online through the designated website at www.hkeipo.hk. Use the **HK eIPO White Form Service** if you want the Shares to be registered in your own name.

(c) **YELLOW Application Form**

Use a **YELLOW** Application Form if you want the Public Offer Shares to be issued in the name of HKSCC Nominees and to be deposited directly into CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account.

(d) *Give Electronic Application Instructions to HKSCC via CCASS*

Instead of using a **YELLOW** Application Form, you may give **Electronic Application Instruction** to HKSCC to cause HKSCC Nominees to apply for the Public Offer Shares on your behalf via CCASS. Any Public Offer Shares allocated to you will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participants stock account or your designated CCASS Participant's stock account.

The Public Offer Shares are not available to the directors, and chief executive of the Company or its subsidiaries or any of their respective associates (as defined in the Listing Rules).

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1. APPLYING BY USING A WHITE OR YELLOW APPLICATION FORM

There are detailed instructions on each Application Form. You should read those instructions carefully. If you do not follow the instructions, your application may be rejected and returned by ordinary post together with the accompanying cheque(s) or banker's cashier order(s) to you (or the first-named applicant in the case of joint applicants) at your own risk at the address stated in the Application Form.

If your application is made through a duly authorised attorney, the Company, the Lead Manager, the Sole Bookrunner, the Underwriters and their respective agents or nominees as agent for the Company will have full discretion to reject or accept any application, in full or in part, without assigning any reasons therefor and subject to any conditions they think fit, including, without limitation, requiring the production of evidence of the authority of your attorney.

Where to collect this prospectus and the WHITE and YELLOW Application Forms

You can collect a **WHITE** Application Form and this prospectus during normal business hours from 9:00 a.m. on Thursday, 30 December 2010 until 12:00 noon on Tuesday, 4 January 2011 from any of the following addresses:

Kingston Securities Limited

Suite 2801, 28th Floor
One International Finance Centre
1 Harbour View Street
Central
Hong Kong

Christfund Securities Limited

26th Floor, 100 Queen's Road Central
Hong Kong

CIMB Securities (HK) Limited

25th Floor, Central Tower, 28 Queen's Road Central
Hong Kong

Get Nice Securities Limited

10th Floor, Cosco Tower, Grand Millennium Plaza
183 Queen's Road Central
Hong Kong

Luen Fat Securities Company Limited

6th Floor, New Henry House
10 Ice House Street
Central
Hong Kong

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or any of the following branches of:

Bank of Communications Co., Ltd. Hong Kong Branch

District	Branch Name	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Quarry Bay Sub-Branch	G/F., 981 C, King's Road
	Hennessy Road Sub-Branch	G/F., Bank of Communications Building, 368 Hennessy Road
	Kennedy Town Sub-Branch	G/F., 113-119 Belcher's Street
Kowloon	Kowloon Sub-Branch	G/F., 563 Nathan Road
	Jordan Road Sub-Branch	1/F, Booman Building, 37U Jordan Road
	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road
New Territories	Tsuen Wan Sub-Branch	G/F., Shop G9B-G11, Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road
	Yuen Long Sub-Branch	Shop B-F, G/F., 2-14 Tai Fung Street, Yuen Long
	Shatin Sub-Branch	Shop No. 193, Level 3, Lucky Plaza

You can collect a **YELLOW** Application Form and this prospectus during normal business hours from 9:00 a.m. on Thursday, 30 December 2010 until 12:00 noon on Tuesday, 4 January 2011 from:

- (i) the **Depository Counter of HKSCC** at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; and
- (ii) your broker, who may have such Application Forms and this prospectus available.

You should note that by completing and submitting the **WHITE** or **YELLOW** Application Form, you (and if you are joint applicants, each of you jointly and severally), for yourself or as agent or nominee and on behalf of each person for whom you as agent or nominee, amongst other things:

- (i) **agree** with the Company, for itself and on behalf of each Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Companies Ordinance, the memorandum of association of the Company and the Articles;
- (ii) **agree** with the Company and each of the Shareholder that the Shares are freely transferable by the holder thereof;

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- (iii) **confirm** that you have received a copy of this prospectus, and have only relied on the information and representations in this prospectus and the Application Form in making your application and that you will not rely on any other information and/or representations save as set out in any supplement to this prospectus;
- (iv) **agree** that the Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters (or their respective agents and nominees) and any of their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer are liable only for the information and representations contained in this prospectus and any supplement to this prospectus;
- (v) **agree** (without prejudice to any other rights you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation other than as provided in this prospectus;
- (vi) (if the application is made for your own benefit) **warrant** that the application is the only application which will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC via CCASS or to the **HK eIPO White Form Service Provider** via **HK eIPO White Form Service** (www.hkeipo.hk);
- (vii) (if the application is made by an agent on your behalf) **warrant** that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- (viii) (if you are making the application as agent for the benefit of another person) **warrant** that reasonable enquiries have been made of that other person and that the application is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by way of giving **Electronic Application Instructions** to HKSCC via CCASS or to the **HK eIPO White Form Service Provider** via the **HK eIPO White Form Service** (www.hkeipo.hk), and that you are duly authorised to sign the Application Form as that other person's agent;
- (ix) **warrant** the truth and accuracy of the information contained in the Application Form;
- (x) **agree** to disclose to the Company, the Company's Hong Kong branch share registrar and transfer office, the receiving banker, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters (and their respective agents, advisors or nominees) personal data and any information which they require about you or the person(s) for whose benefit you have made the application;

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- (xi) **agree** that the processing of your application, including the despatch of refund cheques (where applicable), may be done by any of the Company's receiving bankers and is not restricted to the bank at which your Application Form was lodged;
- (xii) **instruct** and **authorise** the Company, the Lead Manager, the Sole Bookrunner, the Underwriters (or their respective agents or nominees) each acting as an agent of the Company to do on your behalf all things necessary to register any Public Offer Shares allotted to you in your name(s) or the name of HKSCC Nominees, as the case may be, and otherwise to give effect to the arrangements described in this prospectus and the relevant Application Form;
- (xiii) **undertake** to sign all documents and to do all things necessary to enable you or HKSCC Nominees, as the case may be, to be registered as the holder of the Public Offer Shares to be allotted to you, and as required by the memorandum of association of the Company and the Articles;
- (xiv) **represent, warrant** and **undertake** that you are not restricted by any applicable laws of Hong Kong or elsewhere from making this application, pay any application monies for, or being allotted or taking up any Public Offer Shares; and you understand that the Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended and you are not a U.S. person (as defined in Regulation S of the U.S. Securities Act 1933, as amended) or a person to or by whom the allotment of or application for the Public Offer Shares is made would require the Company, the Sponsor, the Lead Manager, the Sole Bookrunner and/or the Public Offer Underwriter to comply with any requirement under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong;
- (xv) **agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- (xvi) **undertake** and **agree** to accept the Public Offer Shares applied for, or any lesser number allocated to you under the application;
- (xvii) **authorise** the Company to place your name(s) or the name of HKSCC Nominees, as the case may be, on the register of members of the Company as the holders(s) of any Public Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any refund cheque (where applicable) to you or the first-named applicant in the Application Form (in case of joint applicants) by ordinary post at your own risk to the address stated in your application form (except that if you have applied for 1,000,000 Public Offer Shares or more and have indicated in your Application Form that you will collect your share certificate(s) and/or refund cheque(s) (if any) in person, you can collect your share certificate(s)

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and/or refund cheque(s) (where applicable) in person between 9:00 a.m. and 1:00 p.m. on Monday, 10 January 2011 from Tricor Investor Services Limited;

- (xviii) **understand** that these declarations and representations will be relied upon by the Company, the Directors, the Lead Manager, the Sole Bookrunner and the Underwriters and their respective agents or nominees in deciding whether or not to allocate any Public Offer Shares in response to your application and that you may be prosecuted for making any false declaration; and
- (xix) if the laws of any place outside Hong Kong are applicable to your application, **agree** and **warrant** that you have complied with all such laws and none of the Company, the Sponsor, the Underwriters and other parties involved in the Share Offer nor any of their respective directors, employees, partners, agents, officers or advisors will infringe any laws outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus and the Application Forms.

In order for the **YELLOW** Application Form to be valid:

The applicant(s) must complete the **YELLOW** Application Form as indicated below and sign on the first page of the **YELLOW** Application Form. Only written signatures will be accepted.

- (i) **If the application is made through a designated CCASS Participant (other than a CCASS Investor Participant)**, the designated CCASS Participant must endorse the form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box in the Application Form.
- (ii) **If the application is made by an individual CCASS Investor Participant:**
 - (a) the Application Form must contain the CCASS Investor Participant's full name and Hong Kong identity card number; and
 - (b) the CCASS Investor Participant must insert his participant I.D. in the appropriate box in the Application Form.
- (iii) **If the application is made by a joint individual CCASS Investor Participant:**
 - (a) the Application Form must contain all joint CCASS Investor Participants' full names and the Hong Kong identity card numbers of all joint CCASS Investor Participants; and
 - (b) the participant I.D. must be inserted in the appropriate box in the Application Form.

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(iv) **If the application is made by a corporate CCASS Investor Participant:**

- (a) the Application Form must contain the company name and Hong Kong business registration number; and
- (b) the participant I.D. and company chop (bearing its company name) must be inserted in the appropriate box in the Application Form.

Incorrect or incomplete details of the CCASS Participant or the omission of details of the CCASS Participant including participant I.D. and/or company chop bearing its company name or other similar matters may render the application invalid.

Nominees who wish to submit separate applications in their names on behalf of different beneficial owners are requested to designate on each Application Form in the box marked “For nominees” account numbers or other identification code for each beneficial owner or, in the case of joint beneficial owners, for each such beneficial owner.

If you apply for the Public Offer Shares using a **YELLOW** Application Form, in addition to the confirmations and agreements referred to above, you (and if you are joint applicants, each of you jointly and severally) are deemed to do the following:

- (i) **agree** that any Public Offer Shares allocated to you shall be registered in the name of HKSCC Nominees and deposited directly into CCASS operated by HKSCC for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant, in accordance with your election in the Application Form;
- (ii) **agree** that each of HKSCC and HKSCC Nominees reserves the right at its absolute discretion (1) not to accept any or part of the Public Offer Shares allocated to you issued in the name of HKSCC Nominees or not to accept such Public Offer Shares for deposit into CCASS; (2) to cause such allotted Public Offer Shares to be withdrawn from CCASS and transferred into your name (or, if you are joint applicants, to the name of the first-named applicant) at your own risk and costs; and (3) to cause such allotted Public Offer Shares to be issued in your name (or, if you are a joint applicant, in the name of the first-named applicant) and in such a case, to post the certificates for such allotted Public Offer Shares at your own risk to the address stated in the Application Form by ordinary post or to make available the same for your collection;
- (iii) **agree** that each of HKSCC and HKSCC Nominees may adjust the number of Public Offer Shares allocated to you and issued in the name of HKSCC Nominees;
- (iv) **agree** that neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in this prospectus and the Application Form; and

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- (v) **agree** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way.

How to make payment for the application

Each completed **WHITE** or **YELLOW** Application Form must be accompanied by either one cheque or one banker's cashier order, which must be stapled to the top left hand corner of the Application Form.

If you pay by cheque, the cheque must:

- (i) be in Hong Kong dollars;
- (ii) be drawn on your Hong Kong dollar bank account in Hong Kong;
- (iii) show your account name (or, in the case of joint applicants, the name of the first-named applicant) (either pre-printed on the cheque or endorsed on the back of the cheque by an authorised signatory of the bank on which it is drawn), which must be the same as the name on your Application Form (or, in the case of joint applicants, the name of the first-named applicant). If the cheque is drawn on a joint account, one of the joint account names must be the same as the name of the first-named applicant);
- (iv) be made payable to “Bank of Communications (Nominee) Co. Ltd. – Sumpo Food Public Offer”;**
- (v) be crossed “Account Payee Only”; and
- (vi) not be post-dated.

Your application may be rejected if your cheque does not meet all of these requirements or is dishonoured on first presentation.

If you pay by banker's cashier order, the banker's cashier order must:

- (i) be in Hong Kong dollars;
- (ii) be issued by a licensed bank in Hong Kong and have your name certified on the back of the banker's cashier order by an authorised signatory of the bank on which it is drawn. The name on the back of the banker's cashier order and the name on the Application Form must be the same. If the application is a joint application, the name on the back of the banker's cashier order must be the same as the name of the first-named applicant;
- (iii) be made payable to “Bank of Communications (Nominee) Co. Ltd. – Sumpo Food Public Offer”**
- (iv) be crossed “Account Payee Only”; and
- (v) not be post-dated.

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Your application may be rejected if your banker's cashier order does not meet all of these requirements. The right is reserved to present all or any remittance for payment. However, your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Tuesday, 4 January 2011. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your application monies (up until, in the case of monies to be refunded, the date of despatch of refund cheques). The right is also reserved to retain any share certificates and/or any surplus application monies or refunds pending clearance of your cheque or banker's cashier order.

Members of the public – time for applying for Public Offer Shares

Completed **WHITE** or **YELLOW** Application Forms, with payment in Hong Kong dollars for the full amount on application attached, must be lodged by **12:00 noon on Tuesday, 4 January 2011**, or, if the application lists are not open on that day, then by 12:00 noon on the next Business Day the lists are open.

Your completed **WHITE** or **YELLOW** Application Form, with payment in Hong Kong dollars for the full amount payable on application attached, should be deposited in the special collection boxes provided at any of the branches of Bank of Communications Co., Ltd. Hong Kong Branch listed on the paragraph headed "Where to collect this prospectus and the **WHITE** and **YELLOW** Application Forms" of this section.

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 4 January 2011.

Application for the Public Offer Shares will not be processed, and no allotment of any such Public Offer Shares will be made, until the close of the application lists.

2. APPLYING THROUGH HK EIPO WHITE FORM

General

- (i) You may apply through **HK eIPO White Form** by submitting an application through the designated website at **www.hkeipo.hk** if you satisfy the relevant eligibility criteria for this as set out in the sub-paragraph headed "Who can apply for the Offer Shares" and on the same website. If you apply through **HK eIPO White Form**, the Shares will be issued in your own name.
- (ii) Detailed instructions for application through the **HK eIPO White Form** Service are set out on the designated website at **www.hkeipo.hk**. You should read these instructions carefully. If you do not follow the instructions, your application may be rejected by the designated HK eIPO White Form Service Provider and may not be submitted to the Company.

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- (iii) If you give **Electronic Application Instructions** through the designated website at www.hkeipo.hk, you will have authorised the designated HK eIPO White Form Service Provider to apply on the terms and conditions set out in this prospectus, as supplemented and amended by the terms and conditions applicable to the **HK eIPO White Form Service**.
- (iv) In addition to the terms and conditions set out in this prospectus, the designated HK eIPO White Form Service Provider may impose additional terms and conditions upon you for the use of the **HK eIPO White Form Service**. Such terms and conditions are set out on the designated website at www.hkeipo.hk. You will be required to read, understand and agree to such terms and conditions in full prior to making any application.
- (v) By submitting an application to the designated HK eIPO White Form Service Provider through the **HK eIPO White Form Service**, you are deemed to have authorised the designated HK eIPO White Form Service Provider to transfer the details of your application to the Company and the registrars.
- (vi) You may submit an application through the **HK eIPO White Form Service** in respect of a minimum of 5,000 Offer Shares. Each **Electronic Application Instruction** in respect of more than 5,000 Offer Shares must be in one of the numbers set out in the table in the Application Forms, or as otherwise specified on the designated website at www.hkeipo.hk.
- (vii) You should give **Electronic Application Instructions** through **HK eIPO White Form** at the times set out in the paragraph headed “Time for applying for the Public Offer Shares” in this section below.
- (viii) You should make payment for your application made by **HK eIPO White Form Service** in accordance with the methods and instructions set out in the designated website at www.hkeipo.hk. **If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on Tuesday, 4 January 2011 or such later time as described under the paragraph headed “Effect of bad weather on electronic applications under HK eIPO White Form” in this section below, the designated HK eIPO White Form Service Provider will reject your application and your application monies will be returned to you in the manner described in the designated website at www.hkeipo.hk. You will not be permitted to submit your application to the designated HK eIPO White Form Service Provider through the designated website at www.hkeipo.hk after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.**

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- (ix) Once you have completed payment in respect of any **Electronic Application Instruction** given by you or for your benefit to the designated **HK eIPO White Form** Service Provider to make an application for Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an **Electronic Application Instruction** under **HK eIPO White Form** more than once and obtaining different payment reference numbers without effecting full payment in respect of a particular payment application reference number will not constitute an actual application.
- (x) Warning: The application for Offer Shares through the **HK eIPO White Form** Service is only a facility provided by the designated **HK eIPO White Form** Service Provider to public investors. **The Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters take no responsibility for such applications, and provide no assurance that applications through the HK eIPO White Form Service will be submitted to the Company or that you will be allotted any Offer Shares.**

Please note that internet services may have capacity limitations and/or be subject to service interruptions from time to time. To ensure that you can submit your applications through the **HK eIPO White Form** Service, you are advised not to wait until the last day for submitting applications in the Public Offer to submit your **Electronic Application Instructions**. In the event that you have problems connecting to the designated website for the **HK eIPO White Form** service, you should submit a **WHITE** Application Form. However, once you have submitted **Electronic Application Instructions** and completed payment in full using the payment reference number provided to you on the designated website, you will be deemed to have made an actual application and should not submit a **WHITE** or **YELLOW** Application Form or give **Electronic Application Instructions** to HKSCC via CCASS.

Conditions of the **HK eIPO White Form** Service

In using the **HK eIPO White Form** Service to apply for the Offer Shares, the applicant shall be deemed to have accepted the following conditions:

That the applicant:

- **applies** for the desired number of Offer Shares on the terms and conditions of this prospectus and **HK eIPO White Form** subject to the memorandum of association of the Company and the Articles;
- **undertakes** and **agrees** to accept the Offer Shares applied for, or any lesser number allotted to the applicant on such application;
- **declares** that this is the only application made and the only application intended by the applicant to be made whether on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instruction** to

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HKSCC or to the HK eIPO White Form Service Provider under the **HK eIPO White Form Service**, to benefit the applicant or the person for whose benefit the applicant is applying;

- **undertakes and confirms** that the applicant and the person for whose benefit the applicant is applying has not applied for or taken up, or indicated an interest for, or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up, or indicate an interest for, any Offer Shares under the Placing nor otherwise participate in the Placing;
- **understands** that the declaration and representation made in the **HK eIPO White Form will be relied upon by the Company in deciding whether or not to make any allotment of Offer Shares in response to such application**;
- **authorizes** the Company to place the applicant's name on the register of members of the Company as the holder of any Offer Shares to be allotted to the applicant, and (subject to the terms and conditions set out in this prospectus) to send any share certificates and/or any refund cheque(s) by ordinary post at the applicant's own risk to the address given on the **HK eIPO White Form** except where the applicant has applied for 1,000,000 or more Offer Shares and that applicant collects any share certificate(s) and/or refund cheque(s) in person in accordance with the procedures prescribed in the **HK eIPO White Form** and this prospectus;
- **requests** that any e-auto refund payment instruction(s)/refund cheque(s) be made payable to the applicant; and (subject to the terms and conditions set out in this prospectus) to send any refund cheques by ordinary post and at the applicant's own risk to the address given on the **HK eIPO White Form** (except where the applicant has applied for 1,000,000 or more Offer Shares and collects any refund cheque(s) in person in accordance with the procedures prescribed in the **HK eIPO White Form** and this prospectus);
- **has read** the terms and conditions and application procedures set out in/on the **HK eIPO White Form**, this prospectus and the **HK eIPO White Form** website and agree to be bound by them;
- **represents, warrants and undertakes** that the applicant, and any persons for whose benefit the applicant is applying are non-U.S. person(s) outside the United States (as defined in Regulation S), when completing and submitting the **HK eIPO White Form** or is a person described in paragraph (h)(3) of Rule 902 of Regulation S or the allotment of or application for the Offer Shares to or by whom or for whose benefit the application is made would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and

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- **agrees** that such application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

Supplemental Information

If any supplement to this prospectus is issued, applicant(s) who have already submitted an electronic application instruction through the **HK eIPO White Form Service** may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications through the **HK eIPO White Form Service** that have been submitted remain valid and may be accepted. Subject to the above and below, an application once made through the **HK eIPO White Form Service** is irrevocable and applicants shall be deemed to have applied on the basis of this prospectus as supplemented.

Effect of bad weather on electronic applications under HK eIPO White Form Service

The latest time for submitting an application to the designated HK eIPO White Form Service Provider through **HK eIPO White Form Service** will be 11:30 a.m. on Tuesday, 4 January 2011 and the latest time for completing full payment of application monies will be 12:00 noon on Tuesday, 4 January 2011. If there is:

- a tropical cyclone warning signal number eight or above; or
- a “black” rainstorm warning

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Tuesday, 4 January 2011, the latest time to complete the application and the latest time to complete payment will be postponed to 11:30 a.m. and 12:00 noon respectively on the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on such day.

Effect of completing and submitting an application through the HK eIPO White Form service

By completing and submitting an application through the **HK eIPO White Form service**, you for yourself or as agent or nominee and on behalf of any person for whom you act as agent or nominee shall be deemed to:

- **instruct** and **authorize** the Company, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters as agents for the Company (or their respective agents or nominees) to do on your behalf all things necessary to register any Offer Shares allotted to you in your name as required by the

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Articles and otherwise to give effect to the arrangements described in this prospectus and the **HK eIPO White Form** designated website at **www.hkeipo.hk**;

- **confirm** that you have only relied on the information and representations in this prospectus in making your application and will not rely on any other information and representations save as set out in any supplement to this prospectus;
- **agree** that the Company and the Directors are liable only for the information and representations contained in this prospectus and any supplement thereto;
- **agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (if the application is made for your own benefit) **warrant** that this is the only application which will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC or to the HK eIPO White Form Service Provider via the **HK eIPO White Form** Service;
- (if you are an agent for another person) **warrant** reasonable enquiries have been made of that other person that this is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC or to the HK eIPO White Form Service Provider via the **HK eIPO White Form** Service, and that you are duly authorised to submit the application as that other person's agent;
- **undertake** and **confirm** that you (if the application is made for your benefit) or the person(s) for whose benefit you have made this application have not applied for or taken up, or indicated an interest for, and will not apply for, take up or indicate an interest for, any Offer Shares under the Placing;
- **agree** that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- **agree** to disclose to the Company, and/or its registrars, receiving bankers, the Sponsor, the Lead Manager, the Sole Bookrunner, the Underwriters and their respective advisors and agents personal data and any information which they require about you or the person(s) for whose benefit you have made this application;

HOW TO APPLY FOR PUBLIC OFFER SHARES

- **agree** with the Company and each shareholder of the Company, and the Company agrees with each of its shareholder, to observe and comply with the Companies Ordinance, the memorandum of association of the Company and the Articles;
- **agree** with the Company and each shareholder of the Company that the Shares in the Company are freely transferable by the holders thereof;
- **represent, warrant and undertake** that you are not, and none of the other person(s) for whose benefit you are applying, is a U.S. person (as defined in Regulation S);
- **represent** and **warrant** that you understand that the Shares have not been and will not be registered under the U.S. Securities Act and you are outside the United States (as defined in Regulation S) when completing the Application Form or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- **confirm** that you have read the terms and conditions and application procedures set out in this prospectus, the **HK eIPO White Form** designated website at **www.hkeipo.hk** and agree to be bound by them;
- **undertake** and **agree** to accept the Shares applied for, or any lesser number allocated to you under your application; and
- if the laws of any place outside Hong Kong are applicable to your application, **agree** and **warrant** that you have complied with all such laws and none of the Company, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters nor any of their respective officers or advisors will infringe any laws outside Hong Kong as a result of the acceptance of your offer to purchase, or any actions arising from your rights and obligations under the terms and conditions contained in this prospectus, the **HK eIPO White Form** designated website at **www.hkeipo.hk**.

The Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner, the Underwriters and their respective directors, officers, employees, partners, agents, advisors, and any other parties involved in the Share Offer are entitled to rely on any warranty, representation or declaration made by you in such application.

In the event of an application being made by joint applicants, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given and assumed by and imposed on the applicants jointly and severally.

For the purposes of allocating the Offer Shares, each applicant giving electronic application instructions through **HK eIPO White Form** Service to the HK eIPO White Form Service Provider through the designated website at **www.hkeipo.hk** will be treated as an applicant.

HOW TO APPLY FOR PUBLIC OFFER SHARES

If your payment of application monies is insufficient, or in excess of the required amount, having regard to the number of Offer Shares for which you have applied, or if your application is otherwise rejected by the designated HK eIPO White Form Service Provider, it may adopt alternative arrangements for the refund of application monies to you. Please refer to the additional information provided by the designated HK eIPO White Form Service Provider on the designated website at www.hkeipo.hk.

Otherwise, any application monies payable to you due to a refund for other reasons are set out below in the paragraph headed “Despatch/collection of share certificates, e-auto refund payment instructions and refund cheques” of this section below.

3. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC

General

CCASS Participants may give **Electronic Application Instructions** to HKSCC to apply for the Public Offer Shares and to arrange payment of the monies due on application and payment of refunds. This will be in accordance with their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

If you are a CCASS Investor Participant, you may give **Electronic Application Instructions** through the CCASS Phone System by calling 2979 7888 or CCASS Internet System at <https://ip.ccass.com> (according to the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **Electronic Application Instructions** for you if you go to:

Hong Kong Securities Clearing Company Limited
Customer Service Centre
2/F., Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

and complete an input request form.

Copies of this prospectus are available for collection from the above address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **Electronic Application Instructions** via CCASS terminals to apply for Public Offer Shares on your behalf.

You are deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application, whether submitted by you or through your broker or custodian, to the Company and the Company’s Hong Kong branch share registrar and transfer office.

HOW TO APPLY FOR PUBLIC OFFER SHARES

Application for the Public Offer Shares by HKSCC Nominees on your behalf

Where a **WHITE** Application Form is signed by HKSCC Nominees on behalf of persons who have given **Electronic Application Instructions** to apply for the Public Offer Shares:

- (i) HKSCC Nominees is only acting as a nominee for those persons and shall not be liable for any breach of the terms and conditions of the **WHITE** Application Form or this prospectus;
- (ii) HKSCC Nominees does the following things on behalf of each such person:
 - **agrees** that the Public Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the stock account of the CCASS Participant who has input **Electronic Application Instructions** on that person's behalf or that person's CCASS Investor Participant stock account;
 - **undertakes** and **agrees** to accept the Public Offer Shares in respect of which that person has given **Electronic Application Instructions** or any lesser number;
 - **undertakes** and **confirms** that that person has not indicated an interest for, applied for or taken up any Offer Shares under the Placing and will not apply for or take up or indicate any interest in any of the Placing Shares, nor otherwise participated in the Placing;
 - (if the **Electronic Application Instructions** are given for that person's own benefit) warrants that only one set of **Electronic Application Instructions** has been given for that person's benefit on a **WHITE** or **YELLOW** application form or by giving electronic application instructions to HKSCC or to the HK eIPO White Form Service Provider under the **HK eIPO White Form Service**;
 - (if that person is an agent for another person) **warrant** that the application is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** application form or by giving **electronic application instructions** to HKSCC or to the designated HK eIPO White Form Service Provider via **HK eIPO White Form Service** and that you are duly authorised to sign this Application Form as that other person's agent;
 - **understands** that the above declaration will be relied upon by the Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner and/or the Underwriters in deciding whether or not to make any allocation of the Public Offer Shares in respect of the **Electronic Application Instructions** given by that person and that that person may be prosecuted if he makes a false declaration;

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- **authorises** the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder of the Public Offer Shares allotted in respect of that person's **Electronic Application Instructions** and to send share certificate(s) and/or refund monies in accordance with the arrangements separately agreed between the Company and HKSCC;
- **confirms** that that person has read the terms and conditions and application procedures set out in this prospectus and agrees to be bound by them;
- **confirms** that that person has only relied on the information and representations in this prospectus (and any supplement thereto) in giving that person's **Electronic Application Instructions** or instructing that person's broker or custodian to give **Electronic Application Instructions** on that person's behalf;
- **agrees** that the Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner, the Underwriters, their respective directors, officers, employees, advisors and any other parties involved in the Share Offer are not liable for the information and representations not so contained in this prospectus and any supplement thereto;
- **agrees** to disclose that person's personal data to the Company, its registrars, receiving bankers, the Lead Manager, the Sole Bookrunner, the Underwriters and any of their respective agents and any information which they may require about that person;
- **agrees** (without prejudice to any other rights which that person may have) that once the application of HKSCC Nominees is accepted, the application cannot be rescinded for innocent misrepresentation;
- **agrees** that any application made by HKSCC Nominees on behalf of that person pursuant to **Electronic Application Instructions** given by that person is irrevocable before the expiration of the fifth day after the time of opening of the application lists or such later date as the application lists may open as described under "Effect of bad weather on the opening of the application lists" below, such agreement to take effect as a collateral contract with the Company and to become binding when that person gives the instructions and such collateral contract to be in consideration of the Company agreeing that it will not offer any Public Offer Shares to any person before the expiration of the fifth day after the time of opening of the application lists except by means of one of the procedures referred to in this prospectus. However, HKSCC Nominees may revoke the application before the end of the fifth day after the time of the opening of the application lists if a person responsible for this prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or

HOW TO APPLY FOR PUBLIC OFFER SHARES

limits the responsibility of that person for this prospectus (for the purpose of this paragraph, the term “day” shall be construed to exclude any Saturday, Sunday or public holiday in Hong Kong);

- **agrees** that any application made by HKSCC Nominees on behalf of that person pursuant to **Electronic Application Instructions** given by that person is irrevocable, save as provided for in this prospectus;
- **agrees** that once the application of HKSCC Nominees is accepted, neither that application nor that person’s **Electronic Application Instruction** can be revoked, and that acceptance of that application will be evidenced by the announcement of the results of the Public Offer published by the Company;
- **agrees** to the arrangements, undertakings and warranties specified in the participant agreement between that person and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, in respect of the giving of **Electronic Application Instructions** relating to the Public Offer Shares;
- **agrees** with the Company, for itself and for the benefit of each of the Shareholders (and so that the Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for the Company and on behalf of each of the Shareholders, with each CCASS Participant giving **Electronic Application Instructions**), to observe and comply with the Companies Ordinance, the memorandum of association of the Company and the Articles;
- **agrees** with the Company (for itself and for the benefit of each of the Shareholders) that the Shares are freely transferable by the holders thereof; and
- **agrees** that that person’s application, any acceptance of it and the resulting contract will be governed by and constructed in accordance with the laws of Hong Kong.

HOW TO APPLY FOR PUBLIC OFFER SHARES

Effect of giving electronic application instructions to HKSCC

By giving **Electronic Application Instructions** to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees will be liable to the Company or any other person in respect of the things mentioned below:

- **instructed** and **authorised** HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Public Offer Shares on your behalf;
- **instructed** and **authorised** HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and Stock Exchange trading fee by debiting your designated bank account and, in the case of wholly or partly unsuccessful applications and/or if the Offer Price is less than the maximum offer price per Share initially paid on application, refund of the application monies, in each case including brokerage, SFC transaction levy and Stock Exchange trading fee, by crediting your designated bank account; and
- **instructed** and **authorised** HKSCC to cause HKSCC Nominees to do on your behalf all the things which it is stated to do on your behalf in the **WHITE** Application Form.

Minimum subscription amount and permitted multiples

You may give or cause your broker or a custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **Electronic Application Instructions** in respect of a minimum of 5,000 Public Offer Shares. Such instructions in respect of more than 5,000 Public Offer Shares must be in one of the numbers or multiples set out in the table in the Application Forms. No application for any number of the Public Offer Shares will be considered and any such application is liable to be rejected.

Multiple applications

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Public Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Public Offer Shares in respect of which you have given such instructions and/or in respect of which such instructions have been given for your benefit. Any **Electronic Application Instructions** to make an application for Public Offer Share given by you or for your benefit to HKSCC shall be deemed to be an actual application for the purposes of considering whether multiple applications have been made. Further information in this regard is set forth under the paragraph headed “How many applications you may make” below.

HOW TO APPLY FOR PUBLIC OFFER SHARES

Effect of bad weather on the opening of application lists

The latest time for inputting your electronic application instructions will be 12:00 noon on Tuesday, 4 January 2011, the last application day. If there is:

- a tropical cyclone warning signal number 8 or above; or
- a “black” rainstorm warning signal

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Tuesday, 4 January 2011, the last application day will be postponed to the next Business Day which does not have either of these warning signals in Hong Kong at any time between 9:00 a.m. and 12:00 noon on such day.

Allocation of the Public Offer Shares

For the purposes of allocating the Public Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **Electronic Application Instructions** or each person for whose benefit each such instruction is given will be treated as an applicant.

Personal Data

The paragraph headed “Personal Data” in the Application Forms applies to any personal data held by the Company, its registrars, receiving banker, the Underwriters and any of their respective advisors and agents about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

Section 40 of the Companies Ordinance

For the avoidance of doubt, the Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives, or causes to give, **Electronic Application Instructions** is a person who may be entitled to compensation under section 40 of the Companies Ordinance.

Warning

The application for the Public Offer Shares by giving **Electronic Application Instructions** to HKSCC is only a facility provided to CCASS Participants. The Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner and the Underwriters take no responsibility for the application and provide no assurance that any CCASS Participants will be allotted any Public Offer Shares.

To ensure that CCASS Investor Participants can give their **Electronic Application Instructions** to HKSCC through the CCASS Phone System or CCASS Internet System, CCASS Investor Participants are advised not to wait until the last minute to input their **Electronic Application Instructions** to the systems. In the event that CCASS Investor Participants have problems connecting to CCASS Phone System/CCASS Internet

HOW TO APPLY FOR PUBLIC OFFER SHARES

System for submission of **Electronic Application Instructions**, they should either (i) submit the **WHITE** or **YELLOW** Application Form, or (ii) go to HKSCC's Customer Service Centre to complete an application instruction input request form for **Electronic Application Instructions** before 12:00 noon on Tuesday, 4 January 2011 or such later time as described under the paragraph headed "Effect of bad weather on the opening of the application lists" below.

HOW MANY APPLICATIONS YOU MAY MAKE

You may make more than one application for the Public Offer Shares if you are a nominee. You may both give **Electronic Application Instructions** to HKSCC (if you are a CCASS participant) and lodge more than one application in your own name if each application is made on behalf of different beneficial owners. In the box on the Application Form marked "For nominees" you must include:

- (i) an account number; or
- (ii) some other identification code for **each** beneficial owner. If you do not include this information, the application will be treated as being for your own benefit.

It will be a term and condition of all applications that by completing and delivering an Application Form, or submitting an **Electronic Application Instruction** to HKSCC you:

- (if the application is made for your own benefit) warrant that this is the only application which has been or will be made for your own benefit on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC or to the HK eIPO White Form Service Provider via the HK eIPO White Form Service; or
- (if you are an agent for another person) warrant that reasonable enquiries have been made of that other person that this is the only application which has or will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC or to the **HK eIPO White Form** Service Provider via the **HK eIPO White Form** Service and that you are duly authorized to sign the Application Form as that other person's agent.

Except where you are a nominee and provide the information required to be provided in your application, **all** of your applications may be rejected as multiple applications if you, or you and/or your joint applicants together:

- make more than one application on a **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC or to the HK eIPO White Form Service Provider via the **HK eIPO White Form** Service; or

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- both apply (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** or **YELLOW** Application Form and give **Electronic Application Instructions** to HKSCC or to the **HK eIPO White Form** Service Provider in the **HK eIPO White Form** Service; or
- apply on one **WHITE** or **YELLOW** Application Form or by giving **Electronic Application Instructions** to HKSCC or to the **HK eIPO White Form** Services Provider via the **HK eIPO White Form** Service for more than 100% of the Public Offer Shares initially available under pool A and pool B as referred to in the section headed “Structure of the Share Offer” in this prospectus; or
- have applied for or taken up, or indicated an interest in applying for or taking up or have been allotted or will be allotted Placing Shares under the Placing.

All of your applications will also be rejected as multiple applications if more than one application (i) on a **WHITE** or **YELLOW** Application Form and/or (ii) by giving **Electronic Application Instructions** to HKSCC and/or (iii) to the **HK eIPO White Form** Service Provider via the **HK eIPO White Form** Service is made for your benefit (including the part of the application made by HKSCC acting on electronic application instructions). If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company

then the application will be treated as being for your benefit.

Unlisted company means a company with no equity securities listed on the Stock Exchange.

Statutory control means you:

- control the composition of the board of directors of the company; or
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

HOW TO APPLY FOR PUBLIC OFFER SHARES

HOW MUCH ARE THE PUBLIC OFFER SHARES

The maximum Offer Price is HK\$0.80 per Offer Share. You must also pay brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%. This means that for every 5,000 Public Offer Shares, you will pay HK\$4,040.32. Each Application Form has a table showing the exact amount payable for certain multiples of the Public Offer Shares. You must pay the maximum Offer Price, the brokerage, the Stock Exchange trading fee and the SFC transaction levy in full when you apply for the Public Offer Shares.

If your application is successful, the brokerage is paid to participants of the Stock Exchange, the transaction levy is paid to the Stock Exchange collecting on behalf of the SFC, and the trading fee is paid to the Stock Exchange. If the Offer Price as finally determined is less than HK\$0.80 per Offer Share, appropriate refund payments (including the related brokerage, the Stock Exchange trading fee and the SFC transaction levy attributable to the surplus application monies) will be made to applicants, without interests. Details of the procedures for refund are contained below in the section headed “Despatch/ collection of share certificates, e-auto refund payment instructions and refund cheques”.

The Company will not issue temporary documents of title, evidence of title or receipt for payment.

TIME FOR APPLYING FOR THE PUBLIC OFFER SHARES

WHITE and YELLOW Application Forms

Completed **WHITE** or **YELLOW** Application Forms, with payment attached, must be lodged by 12:00 noon on Tuesday, 4 January 2011, or, if the application lists are not open on that day, then by the time and date stated in the paragraph headed “Effect of bad weather on the opening of the application lists”.

Your completed Application Form, with payment in Hong Kong dollars for the full amount payable on application attached, should be deposited in the special collection boxes provided at any one of the branches of the Bank of Communications Co., Ltd. Hong Kong Branch listed under the paragraph headed “Where to collect this prospectus and the **WHITE** and **YELLOW** Application Forms” above at the following times:

Thursday, 30 December 2010 – 9:00 a.m. to 5:00 p.m.
Friday, 31 December 2010 – 9:00 a.m. to 5:00 p.m.
Monday, 3 January 2011 – 9:00 a.m. to 5:00 p.m.
Tuesday, 4 January 2011 – 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 4 January 2011.

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HK eIPO White Form

You may submit your application to the designated HK eIPO White Form Service Provider through the designated website at www.hkeipo.hk from 9:00 a.m. on Thursday, 30 December 2010 until 11:30 a.m. on Tuesday, 4 January 2011 or such later time as described under the paragraph headed “Effect of bad weather on the opening of the application lists” below (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 4 January 2011, the last application day, or, if the application lists are not open on that day, then by the time and date stated in the paragraph headed “Effect of bad weather on the opening of the application lists” below.

You will not be permitted to submit your application to the designated HK eIPO White Form Service Provider through the designated website at www.hkeipo.hk after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an payment reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close. If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on Tuesday, 4 January 2011, or such later time as described under the sub-paragraph headed “Effects of bad weather on the opening of the Application Lists”, the designated White Form eIPO Service Provider will reject your application and your application monies will be returned to you in the manner described in the designated website at www.hkeipo.hk.

Electronic Application Instructions to HKSCC

CCASS Clearing/Custodian Participants can input **Electronic Application Instructions** via CCASS at the following times on the following dates:

Thursday, 30 December 2010 – 9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 31 December 2010 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, 3 January 2011 – 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 4 January 2011 – 8:00 a.m.⁽¹⁾ to 12:00 noon

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **Electronic Application Instructions** from 9:00 a.m. on Thursday, 30 December 2010 until 12:00 noon on Tuesday, 4 January 2011 (24 hours daily, except the last application date).

The latest time for inputting your **Electronic Application Instructions** (if you are a CCASS Participant) is 12:00 noon on Tuesday, 4 January 2011 or, if the application lists are not open on that day, by the time and date stated under the paragraph headed “Effect of bad weather on the opening of the application lists” below.

HOW TO APPLY FOR PUBLIC OFFER SHARES

Application Lists

Subject to the events as described in the paragraph headed “Effect of bad weather on the opening of the application lists” below, the application lists will open at 11:45 a.m. and close at 12:00 noon on Tuesday, 4 January 2011.

No proceedings will be taken on application for the Shares and no allotment of any such Shares will be made until the closing of the application lists.

EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is:

- a tropical cyclone warning signal number eight or above, or
- a “black” rainstorm warning

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Tuesday, 4 January 2011.

Instead they will open between 11:45 a.m. and 12:00 noon on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on such day.

CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED THE PUBLIC OFFER SHARES

Full details of the circumstances in which you will not be allocated the Public Offer Shares are set out in the notes attached to the Application Forms, and you should read them carefully. You should note, in particular, the following two situations in which the Public Offer Shares will not be allocated to you:

If your application is revoked

By completing and submitting an Application Form, or by giving or submitting **Electronic Application Instructions** to HKSCC, or by completing and submitting an application online through the designated website at www.hkeipo.hk, you agree that you cannot revoke your application or the application made by HKSCC Nominees on your behalf on or before the expiration of the fifth day after the time of the opening of the application lists.

This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge your Application Form or submit your **Electronic Application Instructions** to HKSCC and an application has been made by HKSCC Nominees on your behalf accordingly. This collateral contract will be in consideration of the Company agreeing that it will not offer any Public Offer Shares to any person before the end of the fifth day after the time of opening of the application lists except by means of one of the procedures referred to in this prospectus.

HOW TO APPLY FOR PUBLIC OFFER SHARES

Your application or the application made by HKSCC Nominees on your behalf may be revoked on or before the fifth day after the time of the closing of the application lists, if a person responsible for this prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus.

For the purpose of the above paragraphs, the term “day” shall be construed to exclude any Saturday, Sunday or public holiday in Hong Kong.

If any supplement to this prospectus is issued, applicants who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicants have not been so notified, or if applicants have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted will remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of this prospectus as supplemented.

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. Acceptance of application which are not rejected will be constituted by notification in the announcement of the results of allocation and, where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to satisfaction of such conditions or the results of such ballot, respectively.

Full discretion of the Company, the Lead Manager, the Sole Bookrunner, the HK eIPO White Form Service Provider and their respective agents to reject or accept your application

The Company, the Lead Manager, the Sole Bookrunner, the HK eIPO White Form Service Provider and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of an application, and do not have to give any reason for any rejection or acceptance.

If the allotment of Public Offer Shares is void

Any allotment of the Public Offer Shares to you or to HKSCC Nominees (if you give **Electronic Application Instructions** to HKSCC or apply by a **YELLOW** Application Form) will be void if the Stock Exchange does not grant the approval of the listing of, and permission to deal in, the Shares either:

- within three weeks from the closing date of the application lists of the Public Offer; or
- within a longer period of up to six weeks if the Stock Exchange notifies the Company of that longer period within three weeks of the closing date of the application lists of the Public Offer.

HOW TO APPLY FOR PUBLIC OFFER SHARES

If your application is rejected

Your application will be rejected if:

- it is a multiple application or a suspected multiple application; or
- you or the person(s) for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have received or have been or will be placed or allotted (including conditionally and/or provisionally) Placing Shares. Reasonable steps will be taken to identify and reject applications in the Public Offer from investors who have received the Placing Shares; and to identify and reject indications of interest in the Placing from investors who have received Public Offer Shares in the Public Offer; or
- your Application Form is not completed correctly or fully completed (if you apply by an Application Form); or
- your **Electronic Application Instructions** to the **HK eIPO White Form Service** are not completed in accordance with the instructions, terms and conditions set out in the designated website at **www.hkeipo.hk**; or
- your payment is not made in the correct form or amount; or
- you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonoured on its first presentation; or
- the Company, the Sponsor, the Lead Manager, the Sole Bookrunner and/or the Underwriters or their respective agents or nominees as the agent of the Company believe that by accepting your application, they would violate the applicable securities laws or other laws, rules or regulations of the jurisdiction in which your application is received or your address is located; or
- your application is for more than 20,000,000 Public Offer Shares, being 50% of the Public Offer Shares initially available for subscription under the Public Offer.

Your application will not be accepted

Your application (including the part of an application made by HKSCC Nominees acting upon **Electronic Application Instructions**) will not be accepted if either:

- the Underwriting Agreement does not become unconditional in accordance with its terms and conditions; or
- the Underwriting Agreement is terminated in accordance with its terms and conditions.

HOW TO APPLY FOR PUBLIC OFFER SHARES

DESPATCH/COLLECTION OF SHARE CERTIFICATES, E-AUTO REFUND PAYMENT INSTRUCTIONS AND REFUND CHEQUES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.80 per Offer Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee thereon) initially paid on application, or if the conditions of the Public Offer are not fulfilled in accordance with the paragraph headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” in this prospectus or if any application is revoked or any allotment pursuant thereto has become void, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and Stock Exchange trading fee, will be refunded, without interest. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.

No temporary documents of title will be issued in respect of the Public Offer Shares. No receipt will be issued for sums paid on application but, subject to personal collection as mentioned below, in due course there will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on your Application Form:

- (a) for applications on **WHITE** Application Forms or by giving **Electronic Application Instructions** through **HK eIPO White Form Service**:
 - (i) share certificate(s) for all the Public Offer Shares applied for, if the application is wholly successful; or
 - (ii) share certificate(s) for the number of Public Offer Shares successfully applied for, if the application is partially successful; and/or
- (b) for wholly successful and partially successful applications on **YELLOW** Application Forms: share certificates for the Shares successfully applied for will be deposited into CCASS as described below; and/or
- (c) for applications on **WHITE** or **YELLOW** Application Forms, refund cheque(s) crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) the surplus application monies for the Public Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application monies, if the application is wholly unsuccessful; and/or (iii) the difference between the final Offer Price and the Offer Price of HK\$0.80 per Offer Share paid on application in the event that the Offer Price is less than the offer price per Share initially paid on application, in each case including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, attributable to such refund/surplus monies but without interests; and/or
- (d) for applicants applying through the **HK eIPO White Form Service** by paying the application monies through a single bank account and applicant’s application is wholly or partially unsuccessful and/or the final Offer Price being different from

HOW TO APPLY FOR PUBLIC OFFER SHARES

the maximum Offer Price initially paid on applicant's application, e-auto refund payment instructions (if any) will be despatched to application payment bank account on or around Monday, 10 January 2011; and/or

- (e) for applicants applying through the **HK eIPO White Form** Service by paying the application monies through multiple bank accounts and applicant's application is wholly or partially unsuccessful and/or the final Offer Price being different from the maximum Offer Price initially paid on applicant's application, refund cheque(s) will be sent to the address specified in applicant's application instructions to the designated HK eIPO White Form Service Provider on or around Monday, 10 January 2011, by ordinary post and at applicant's own risk.

Subject to personal collection as mentioned below, refund cheques for surplus application monies (if any) in respect of wholly and partially unsuccessful applications and the difference between the Offer Price and the offer price per Share initially paid on application (if any) under **WHITE** or **YELLOW** Application Forms or by giving **Electronic Application Instructions** through **HK eIPO White Form** Service; and share certificates for wholly and partially successful applicants under **WHITE** Application Forms or by giving **Electronic Application Instructions** through **HK eIPO White Form** Service are expected to be posted on or around Monday, 10 January 2011. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of cheque(s).

Pursuant to a new measure to improve security as agreed and adopted by The Hong Kong Association of Banks, the Hong Kong Monetary Authority, the Federation of Share Registrars and the SFC with effect from 2 April 2007, refund cheques will be printed with part of your Hong Kong identity card number or passport number. For joint applicants, the identity information of the first-named applicant will be printed. When a refund cheque is presented to a bank, the bank will cross-check both the name and the printed part of the Hong Kong identity card or passport number of the payee shown on the cheque against the bank's own record on the information of the account holder. Such data would also be transferred to a third party for refund purpose. If there is a discrepancy, the bank might request other proof of identity or take other steps for verification. If the bank is unable to be satisfied with the identity of the payee, the bank might reject the deposit of the refund cheque concerned. You are therefore advised to ensure that your identification numbers are accurately filled in on your Application Form to avoid delay in cashing your refund cheques. A cheque deposit might be rejected if you fail to fill in correct identity information.

Share certificates will only become valid certificates of title at 8:00 a.m. on Tuesday, 11 January 2011 provided that the Share Offer has become unconditional in all respects and the rights of termination described in the paragraph headed "Grounds for termination" in the section headed "Underwriting" in this prospectus has not been exercised.

You will receive one share certificate for all the Offer Shares issued to you under the Public Offer (except pursuant to applications made on **YELLOW** Application Form or by **Electronic Application Instructions** to HKSCC where share certificates will be deposited in CCASS).

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WHITE Application Form

If you have applied for 1,000,000 Public Offer Shares or above and have indicated on your Application Form that you will collect your share certificate(s) (where applicable) and/or refund cheque (if any) in person, you may collect it/them from:

Tricor Investor Services Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wan Chai
Hong Kong

between 9:00 a.m. and 1:00 p.m. on Monday, 10 January 2011 or any other date notified by the Company in the newspaper as the date of despatch of share certificates and refund cheques.

If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives (if applicable) must, in any event, produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited. If you do not collect your share certificate(s) and/or refund cheque (if any) within the time for collection specified above, they will be sent to you by ordinary post to the address as specified in your Application Form (or the address of the first-named applicant in case of a joint application) and at your own risk shortly after the time for collection.

If you have applied for 1,000,000 Public Offer Shares or above and have not indicated on your Application Form that you will collect your share certificate(s) and/or refund cheque (if any) in person; or if you have applied for less than 1,000,000 Public Offer Shares; or if your application is rejected, not accepted or accepted in part only; or if the conditions of the Public Offer are not fulfilled in accordance with the paragraph headed "Conditions of the Share Offer" under the section headed "Structure of the Share Offer" in this prospectus, or if any application is revoked or any allotment pursuant thereto has become void, then your share certificate(s) (where applicable) and/or refund cheque (where applicable) in respect of the application monies or the appropriate portion thereof, together with the related brokerage, Stock Exchange trading fee and SFC transaction levy (without interest) will be sent to the address on your Application Form (or the address of the first-named applicant in case of a joint application) Monday, 10 January 2011 by ordinary post and at your own risk.

If you apply through HK eIPO White Form

If you apply for 1,000,000 Public Offer Shares or more through the **HK eIPO White Form Service** by submitting an **Electronic Application Instructions** to the designated **HK eIPO White Form Service Provider** through the designated website at www.hkeipo.hk and

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your application is wholly or partially successful, you may collect your share certificate(s) in person from Tricor Investor Services Limited, from 9:00 a.m. to 1:00 p.m. on Monday, 10 January 2011.

If you do not collect your share certificate(s) and/or refund cheque(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions to the designated **HK eIPO White Form** Service Provider promptly thereafter, by ordinary post and at your own risk.

If you apply for less than 1,000,000 Public Offer Shares, your share certificate(s) will be sent to the address specified in your application instructions to the designated **HK eIPO White Form** Service Provider through the designated website at www.hkeipo.hk on Monday, 10 January 2011 by ordinary post and at your own risk.

If you paid the application monies from a single bank account and your application is wholly or partially unsuccessful and/ or the Offer Price is different from the initial price paid on your application, e-auto payment instructions (if any) will be dispatched to your application payment bank account on Monday, 10 January 2011.

If you used multi-bank accounts to pay the application monies and your application is wholly or partially unsuccessful and/ or the Offer Price is different from the initial price paid on your application, refund cheque(s) will be sent to the address specified in your application instructions to the designated **HK eIPO White Form** Service Provider on Monday, 10 January 2011 by ordinary post and at your own risk.

YELLOW Application Form

If you apply for 1,000,000 Public Offer Shares or above and you have elected on your **YELLOW** Application Form to collect your refund cheque (where applicable) in person, please follow the same instructions as those for **WHITE** Application Form applicants as described above.

If you have applied for 1,000,000 Offer Shares or above and have not indicated on your Application Forms that you will collect refund cheque(s) (if any) in person, or you have applied for less than 1,000,000 Offer Shares or if your application is rejected, not accepted or accepted in part only, or if the conditions of the Public Offer are not fulfilled in accordance with the paragraph headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” in this prospectus, or if any application is revoked or any allotment pursuant thereto has become void, your refund cheque(s) in respect of the application monies or the appropriate parties thereof, together with the related brokerage, Stock Exchange trading fee, SFC transaction levy (without interest) will be sent to the address on your Application Form by ordinary post and at your own risk.

If your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you on Monday, 10 January 2011, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

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If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):

- for the Public Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of the Public Offer Shares allotted to you with that CCASS Participant.

If you are applying as a CCASS investor participant:

- the Company will publish the results of CCASS Investor Participants' applications together with the results of the Public Offer in the newspaper on Monday, 10 January 2011. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Monday, 10 January 2011 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. Immediately after the credit of the Public Offer Shares to your stock account, you can check your new account balance via the "CCASS Phone System" and "CCASS Internet System" (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your stock account.

If you apply by giving Electronic Application Instructions to HKSCC

If your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of the stock account of the CCASS Participant which you have instructed to give **Electronic Application Instructions** on your behalf or your CCASS Investor Participant's stock account on Monday, 10 January 2011, or, in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees.

The Company will publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company will include information relating to the relevant beneficial owner, where supplied), your Hong Kong identity card/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Public Offer in the manner described in the paragraph headed "Publication of results" in this prospectus on Monday, 10 January 2011. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Monday, 10 January 2011 or such other date as shall be determined by HKSCC or HKSCC Nominees.

If you have instructed your broker or custodian to give **Electronic Application Instructions** on your behalf, you can also check the number of Public Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.

If you have applied as a CCASS Investor Participant, you can also check the number of Public Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures

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contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on Monday, 10 January 2011. Immediately after the credit of the Public Offer Shares to your stock account and the credit of the refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.

Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the offer price per Share initially paid on application, in each case including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, will be credited to your designated bank account or the designated bank account of your broker or custodian on Monday, 10 January 2011. No interests will be paid thereon.

PUBLICATION OF RESULTS

The Company expects to release an announcement of the Offer Price, the level of indication of interest in the Placing, the basis of allocation and the results of applications for the Public Offer Shares to be published in The Standard (in English) and Singpao (in Chinese) on Monday, 10 January 2011 and to be posted on our Company's website at www.sumpofood.com and the Stock Exchange's website at www.hkexnews.hk.

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where supplied) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, by giving **Electronic Application Instructions** to HKSCC or to the **HK eIPO White Form** Service Provider under the **HK eIPO White Form**, will be made available at the times and dates and in the manner specified below:

- on the website of the Company at www.sumpofood.com and the Stock Exchange's website at www.hkexnews.hk from Monday, 10 January 2011 onward;
- on the Company's Public Offer results of allocations website at www.tricor.com.hk/ipo/result on a 24-hour basis from 8:00 a.m. on Monday, 10 January 2011 to 12:00 midnight on Friday, 14 January 2011. The user will be required to key in the Hong Kong Identity card/passport/Hong Kong business registration certificate number provided in his/her/its application form to search for his/her its own allocation result;
- from the Company's Public Offer allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of the Public Offer Shares allocated to them, if any, by calling 369-18-488 between 9:00 a.m. and 6:00 p.m. from Monday, 10 January 2011 to Thursday, 13 January 2011 (excluding Saturday, Sunday and Public holiday); and
- from special allocation results booklets which set out the results of allocations and will be available for inspection during opening hours of the designated branches of the receiving banker of the Public Offer from Monday, 10 January

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2011 to Thursday, 13 January 2011 at the addresses set forth in the sub-paragraph headed “Where to collect this prospectus and the **WHITE** and **YELLOW** Application Forms” in this section above.

COMMENCEMENT OF DEALINGS IN THE SHARES

The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Monday, 10 January 2011. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, 11 January 2011. Shares will be traded in board lots of 5,000 Shares. The stock code of the Shares is 1089.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the approval of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Investors should seek the advice of their stockbrokers or other professional advisors for details of the settlement arrangements, as such arrangements will affect their rights and interests.