
IMPORTANT

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

ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(incorporated in Bermuda with limited liability)

GLOBAL OFFERING

Number of Offer Shares	: 125,000,000 New Shares (subject to the Over-allotment Option)
Number of International Placing Shares	: 112,500,000 New Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 12,500,000 New Shares (subject to adjustment)
Offer Price	: Not more than HK\$1.93 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, payable in full upon application and subject to refund)
Nominal value	: HK\$0.10 each
Stock code	: 3363

Sole Global Coordinator, Sole Bookrunner and Sole Sponsor



Joint Lead Managers



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

A copy of this prospectus, together with the documents specified in the paragraph under "Documents delivered to the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. A copy of this prospectus, together with copies of the Application Forms, has been filed with the Registrar of Companies in Bermuda in accordance with the Companies Act. The SFC, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The final Offer Price is expected to be determined by agreement among our Company and the Sole Global Coordinator (on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, 17 March 2011 and, in any event, not later than Thursday, 24 March 2011. The Offer Price will not be more than HK\$1.93 per Offer Share and is currently expected to be not less than HK\$1.43 per Offer Share unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, upon application and subject to refund, the indicative maximum Offer Price of HK\$1.93 per Offer Share, together with brokerage of 1%, the transaction levy of 0.003% imposed by the SFC and the Stock Exchange trading fee of 0.005%. The Sole Global Coordinator (on behalf of the Underwriters) may, with our consent, reduce the indicative Offer Price range stated in this prospectus and/or reduce the number of Offer Shares being offered pursuant to the Global Offering at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, notices of reduction of the indicative Offer Price range and/or the number of Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on our website at www.zhengye-cn.com and the website of the Stock Exchange at www.hkexnews.hk not later than the morning of the last day for lodging applications under the Hong Kong Public Offer. If, for whatever reason, the Company and the Sole Global Coordinator (on behalf of the Underwriters) are not able to agree on the final Offer Price on or before the Price Determination Date, the Global Offering (including the Hong Kong Public Offer) will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk factors" in this prospectus.

Prospective investors of the Hong Kong Public Offer Shares should note that the Hong Kong Underwriters are entitled to terminate their obligations under the Hong Kong Underwriting Agreement by notice in writing to be given by the Sole Global Coordinator (on behalf of the Hong Kong Underwriters) upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further details of the terms of the termination provisions are set out in the paragraph headed "Grounds for termination" in the section headed "Underwriting" in this prospectus. Prospective investors should carefully refer to that section for further details.

No action has been taken to permit an offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than in Hong Kong. Accordingly, this prospectus or the related Application Forms may not be used for the purpose of, and does not (and is not intended to) constitute an offer or invitation in any jurisdiction outside Hong Kong or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus or the related Application Forms and the offering and sales of the Offer Shares in other jurisdictions may be restricted by law and therefore persons who possess this prospectus or any of the related Application Forms should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

14 March 2011