

IMPORTANT

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



China Flooring Holding Company Limited

中國地板控股有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 373,340,000 (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 37,334,000 (subject to adjustment)
Number of International Offer Shares	: 336,006,000 (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$4.20 per Offer Share payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%
Nominal Value	: US\$0.001 each
Stock Code	: 2083

Joint Global Coordinators, Joint Bookrunners and Joint Sponsors

Morgan Stanley

HSBC

Standard Chartered

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, having attached thereto the documents specified in "Appendix X — Documents Delivered to the Registrar of Companies and Available for Inspection — Documents Delivered to the Registrar of Companies in Hong Kong" has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date, which is expected to be on or around Friday, May 20, 2011 (Hong Kong time) or such later date as may be agreed between the parties, but in any event no later than Tuesday, May 24, 2011 (Hong Kong time). The Offer Price will not be more than HK\$4.20 per Offer Share and is expected to be not less than HK\$2.95 per Offer Share unless otherwise announced. Investors applying for the Hong Kong Offer Shares must pay the maximum Offer Price of HK\$4.20 per Offer Share, together with brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund, if the Offer Price, as finally determined, is lower than the maximum Offer Price. The Joint Global Coordinators (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction of the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the websites of our Company, www.china-flooring.com.hk, and the Stock Exchange at www.hkexnews.hk as soon as practicable following the decision to make such a reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If applications for the Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. If, for whatever reason, the Joint Global Coordinators and our Company are unable to agree on the Offer Price by Tuesday, May 24, 2011, the Global Offering 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 Offer Shares should note that the Underwriters are entitled to terminate the Underwriting Agreements by notice in writing to us given by the Joint Global Coordinators (on behalf of the Underwriters), upon occurrence of any of the events set forth in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the day that trading of the Offer Shares commences on the Stock Exchange. Such events include, but without limitation, acts of government, strikes, lock-outs, fire, explosion, flooding, civil commotion, acts of war, acts of God, acts of terrorism, economic sanctions, public disorder, riot and epidemic.

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

May 16, 2011

IMPORTANT

We will be relying on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong) and will be issuing the **WHITE** and **YELLOW** Application Forms without them being accompanied by a printed prospectus. The contents of this prospectus are identical to the electronic form prospectus which can be accessed and downloaded from the websites of our Company at www.china-flooring.com.hk, under the “Investor Relations>Prospectus” section, and the Stock Exchange at www.hkexnews.hk, under the “HKExnews>Listed Company Information>Latest Listed Company Information” section, respectively.

Members of the public who wish to obtain a copy of this printed prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Monday, May 16, 2011 until 12:00 noon on Thursday, May 19, 2011 at the following locations:

- (1) the Depository Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong;
- (2) any of the following addresses of the Joint Sponsors and/or the Hong Kong Underwriters:

Morgan Stanley Asia Limited, 46/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;

The Hongkong and Shanghai Banking Corporation Limited, Level 15, 1 Queen’s Road Central, Hong Kong;

Standard Chartered Securities (Hong Kong) Limited, 15/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong;

Delta Wealth Securities Limited, Suites 2006-7, 20/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong; and

The Bank of East Asia, Limited, 10 Des Voeux Road Central, Hong Kong;

- (3) any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

	Branch Name	Address
Hong Kong Island:	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
Kowloon:	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui

or

- (4) any of the following branches of **The Bank of East Asia, Limited**:

	Branch Name	Address
Hong Kong Island:	Main Branch	10 Des Voeux Road Central
Kowloon:	Mongkok North Branch	G/F, Kalok Building, 720 - 722 Nathan Road, Mongkok

During normal business hours from 9:00 a.m. on Monday, May 16, 2011 until 12:00 noon on Thursday, May 19, 2011, at least three copies of this printed prospectus will be available for inspection at every location where the **WHITE** and **YELLOW** Application Forms are distributed as set out in the section headed “How to Apply for Hong Kong Offer Shares — Where to Collect Application Forms” in this prospectus.