

## **INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER**

### **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this prospectus is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement in this prospectus or this prospectus misleading.

The Offer Shares are offered solely on the basis of the information contained and the representations made in this prospectus and the related Application Forms. So far as the Share Offer is concerned, no person is authorised to give any information or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by the Group, the Sponsor, the Lead Manager, the Underwriters, any of their respective directors or any other parties involved in the Share Offer.

### **OFFER SHARES ARE FULLY UNDERWRITTEN**

The Listing is sponsored by the Sponsor and the Share Offer is managed by the Lead Manager. Subject to the entering into of the Placing Underwriting Agreement and the terms of the Underwriting Agreements, the Public Offer Shares and the Placing Shares are fully underwritten by the Public Offer Underwriters and the Placing Underwriters, respectively.

For further information about the Underwriters and the underwriting arrangements, please refer to the section headed "Underwriting" in this prospectus.

### **PROSPECTUS TO BE DISTRIBUTED IN HONG KONG ONLY**

No action has been taken in any jurisdiction other than Hong Kong to permit any of the offering of the Offer Shares or the distribution of this prospectus and the related Application Forms in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purposes of, and does not constitute, an offer or invitation in any jurisdiction 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.

No offer of the Offer Shares may be made in Bermuda or to persons who are regarded as residents of Bermuda for exchange control purposes.

Prospective applicants for the Offer Shares should consult their financial advisers and seek legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws, rules and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should also inform themselves as to the relevant legal requirements and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

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### **APPLICATION FOR LISTING ON THE STOCK EXCHANGE**

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue.

No part of the Company's Share or loan capital is listed or dealt in on any other stock exchanges. At present, the Company is not seeking or proposing to seek listing of, or permission to deal in, its securities on any other stock exchange.

### **STRUCTURE AND CONDITIONS OF THE SHARE OFFER**

Further details of the structure and conditions of the Share Offer are set forth under the section headed "Structure and Conditions of the Share Offer" in this prospectus.

### **PROCEDURE FOR APPLICATION FOR THE PUBLIC OFFER SHARES**

The procedure for applying for the Public Offer Shares is set forth in the section headed "How to apply for the Public Offer Shares" in this prospectus and in the related Application Forms.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

If you are unsure about the taxation implications of subscribing for or purchasing the Offer Shares or holding, disposing of or dealing in the Offer Shares, you should consult an expert. The Group, the Sponsor, the Lead Manager, the Underwriters, any of their respective directors, agent or advisers or other parties involved in the Share Offer do not accept responsibility for any tax effects on, or liability of, any person resulting from subscribing for or purchasing or holding or disposing of or dealing in the Offer Shares.

### **HONG KONG REGISTER OF MEMBERS AND STAMPY DUTY**

All Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue will upon Listing be registered on the Company's register of members to be maintained by Computershare Hong Kong Investor Services Limited in Hong Kong. The Company's principal register of members will be maintained by the Company's principal share registrar in Bermuda. Only Shares registered on the Company's register of members maintained in Hong Kong may be traded on the Stock Exchange.

Dealings in Shares registered on the Company's Hong Kong register of members will be subject to Hong Kong stamp duty.

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### **SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares in issue and to be issued mentioned in this prospectus on Main Board and the 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 Listing Date or, under contingent situation, any 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. If investors are unsure about the details of CCASS settlement arrangement and how such arrangements will affect their rights and interests, they should seek the advice of their stockbrokers or other professional advisers.

### **COMMENCEMENT OF DEALINGS IN SHARES**

Dealings in Shares on Main Board are expected to commence on 14 July 2011. Shares will be traded in board lots of 4,000 Shares each.