
IMPORTANT

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



1010 PRINTING GROUP LIMITED

匯星印刷集團有限公司*

(Incorporated in Bermuda with limited liability)

LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING, PUBLIC OFFER AND PREFERENTIAL OFFER

Number of Offer Shares	:	125,000,000 Shares (subject to reallocation)
Number of Placing Shares	:	99,964,164 Shares (subject to reallocation)
Number of Public Offer Shares	:	12,504,000 Shares (subject to reallocation)
Number of Reserved Shares under the Preferential Offer	:	12,531,836 Shares (subject to reallocation)
Offer Price	:	Not more than HK\$0.90 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%) and not less than HK\$0.70 per Offer Share
Nominal value	:	HK\$0.01 per Share
Stock code	:	1127

Sponsor



Joint Bookrunners and 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, having attached thereto the documents specified in the section headed "Documents delivered and to be delivered to the Registrars of Companies and available for inspection" in Appendix VI to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required under section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). A copy of this prospectus, together with the related application forms, will also be filed with the Registrar of Companies in Bermuda as required under the Companies Act. The SFC, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by the agreement between the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) and the Company on or before Friday, 15 July 2011. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) and the Company are unable to reach an agreement on the Offer Price by 9:00 p.m. (Hong Kong time) on Friday, 15 July 2011, the Share offer will not become unconditional and will lapse immediately. The Offer Price will fall within the Offer Price range stated in this prospectus unless otherwise announced, as explained below. Investors applying for the Offer Shares must pay the maximum Offer Price of HK\$0.90 per Offer Share together with brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%. The Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) may, with the consent of the Company, reduce the number of Offer Shares and/or the indicative maximum Offer Price at any time on or prior to the morning of the last day for lodging applications under the Public Offer and the Preferential Offer. In such a case, notice of the reduction in the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Public Offer. Such notice will also be available at the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.1010printing.com. If applications for Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the Offer Price is so reduced, such applications cannot be subsequently withdrawn.

Prospective investors of the Offer Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to be given by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed "Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

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.

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 or to, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirement under the U.S. Securities Act.

* For identification purpose only

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The Company 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 the Company at www.1010printing.com, 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 Thursday, 30 June 2011 until 12:00 noon on Friday, 15 July 2011 at the following locations:

1. the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong;
2. any of the following addresses of the Sponsor and/or the Public Offer Underwriters:

Investec Capital Asia Limited, 3609, 36/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong; or

Haitong International Securities Company Limited, 25/F, New World Tower, 16-18 Queen’s Road Central, Hong Kong; or

Guosen Securities (HK) Capital Company Limited, Suite 2802 One Exchange Square, 8 Connaught Place, Central, Hong Kong; or

Kingston Securities Limited, 2801, 28/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong; and

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

	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island:	Central Branch	Shop no. 16, G/F and Lower G/F, New World Tower, 16-18 Queen’s Road Central, Central, Hong Kong
Kowloon:	68 Nathan Road Branch	Basement, Shop B1, G/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui, Kowloon
New Territories:	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi, New Territories

During normal business hours from 9:00 a.m. on Thursday, 30 June 2011 until 12:00 noon on Friday, 15 July 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 the Public Offer Shares and Reserved Shares – I. How to apply for the Public Offer Shares – 3. Where to collect this prospectus and Application Forms” in this prospectus.