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# IMPORTANT

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



## Xiezhong International Holdings Limited 協眾國際控股有限公司 (incorporated in the Cayman Islands with limited liability)

### PLACING AND PUBLIC OFFER

**Number of Offer Shares** : 200,000,000 Shares  
**Number of Hong Kong Offer Shares** : 20,000,000 Shares (subject to reallocation)  
**Number of International Placing Shares** : 180,000,000 Shares (subject to reallocation)  
**Offer Price** : Not more than HK\$1.32 and expected to be not less than HK\$0.93 per Offer Share (payable in full upon application in Hong Kong dollars and subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%  
**Par Value** : HK\$0.01 per Share  
**Stock Code** : 3663

#### Sponsor



#### Sole Global Coordinator, Bookrunner and Lead Manager



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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 paragraph headed "Documents delivered to the Registrar of Companies and available for inspection" in Appendix VII to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance of Hong Kong, Chapter 32 of the Laws of Hong Kong. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong 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 agreement between us and the Lead Manager (acting for itself and on behalf of the Underwriters) on the Price Determination Date or such later date as may be agreed between us and the Lead Manager (acting for itself and on behalf of the underwriters) but in any event no later than 5:00 p.m. (Hong Kong time) Wednesday, 13 June 2012. The Offer Price will be not more than HK\$1.32 per Offer Share and is currently expected to be not less than HK\$0.93 per Offer Share. The Lead Manager (acting for itself and on behalf of the Underwriters) may reduce the number of Hong Kong Offer Shares and/or the indicative Offer Price range 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, a notice of the reduction of the number of the Hong Kong 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) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If, for any reason, the Offer Price is not agreed between the Company and the Lead Manager (acting for itself and on behalf of the Underwriters) on or before Wednesday, 13 June 2012, the Share Offer will not become unconditional and will lapse immediately.

We are incorporated under the laws of the Cayman Islands and our businesses are located in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between these countries and Hong Kong. Potential investors should also be aware that the regulatory frameworks in these countries are different from the regulatory framework in Hong Kong and should take into consideration the different market nature of the Shares. Such differences and risk factors are set out in the section headed "Risk Factors" and "Appendix V — Summary of the Constitution of our Company and the Companies Law" in this prospectus. Prior to making an investment decision, potential 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".

Pursuant to the force majeure provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Lead Manager (acting for itself and on behalf of the underwriters) shall be entitled, in certain circumstances, to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be (Monday, 18 June 2012). Further details of the terms of the force majeure provisions are set out in the section headed "Underwriting — Underwriting arrangements and expenses — 1. Hong Kong Public Offering — Grounds for termination" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States.

6 June 2012