

DIRECTOR'S RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance and the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief (i) the information contained in this prospectus is accurate and complete in all material aspects and not misleading, (ii) there are no other facts the omission of which would make any statement in this prospectus misleading, and (iii) all opinions expressed in this prospectus have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The Shares are offered under the Share Offer solely on the basis of the information contained and the representations made in this prospectus. No person is authorised in connection with the Share Offer 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 Company, the Sponsor, the Underwriters, and any of their respective directors or any other person involved in the Share Offer.

UNDERWRITING

This prospectus is published solely in connection with the Share Offer and together with the Application Forms set out the terms and conditions of the Share Offer. The Share Offer comprises initially 57,600,000 Placing Shares to be offered under the Placing and 6,400,000 Public Offer Shares to be offered under the Public Offer. Listing of the Shares on GEM is sponsored by First Shanghai Capital and the Share Offer is lead managed by First Shanghai Securities. Subject to the terms of the Underwriting Agreements, the Placing Shares are expected to be fully underwritten by the Placing Underwriters and the Public Offer Shares are fully underwritten by the Public Offer Underwriters. Particulars of the Underwriters and the underwriting arrangements are set forth in the section headed "Underwriting" in this prospectus.

APPLICATION FOR LISTING ON GEM

Application has been made to the GEM Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Shares in issue, Shares which are to be allotted and issued pursuant to the Capitalisation Issue, the Share Offer and any Shares which may be allotted and issued upon the Initial IPO Conversion, the First Post IPO Conversion, the Second Post IPO Conversion or upon any exercise of options which may be granted under the Share Option Scheme and pursuant to the Right of First Refusal Agreement.

No part of the Company's share or loan capital is listed or dealt in on any other stock exchange and at the date of this prospectus no such listing or permission to deal is being or is proposed to be sought.

INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

In compliance with the GEM Listing Rules, the Company must maintain at least 25% of the issued share capital of the Company in the hands of the public.

Offer Price

The Offer Price is HK\$0.50 per Share. Based on the Offer Price of HK\$0.50 per Share, plus brokerage fee of 1%, investor compensation levy of 0.002%, SFC transaction levy of 0.005% and Stock Exchange trading fee of 0.005% in aggregate, the total price payable for subscription of one board lot of 4,000 Shares will be approximately HK\$2,020.24.

The Offer Shares to be offered in Hong Kong only

No action has been taken to permit an offering of the Offer Shares or the distribution of this prospectus to the public in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose 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. The distribution of this prospectus and the offering of the Offer Shares in certain jurisdictions may be restricted by law.

No action has been taken to permit the Offer Shares to be offered to the public generally in the Cayman Islands and accordingly, no offer, or invitation to make an offer, may be made by or on behalf of the Company to the public generally in the Cayman Islands to subscribe for or acquire any of the Offer Shares.

Each person acquiring Offer Shares in the Share Offer will be required to confirm, or deemed by its acquisition of Offer Shares to have confirmed, that it is aware of the restrictions on offers and sales of the Offer Shares described in this prospectus.

STAMP DUTY

All Offer Shares will be registered on the Company's branch register of members to be maintained in Hong Kong. Only Shares registered in the Company's branch register of members maintained in Hong Kong may be traded on GEM unless the Stock Exchange has otherwise agreed. Dealings in Shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of the subscription for, or about purchase, holding, disposal of or dealing in the Offer Shares or the exercise of any rights in relation to them, you should consult an expert. The Company, the Directors, the Sponsor, the Underwriters and their respective agents, advisers, or any other persons involved in the Share Offer do not accept responsibility for any tax effects on, or liabilities of, any person resulting from any subscription for, or purchase, holding or disposal of, or dealing in, the Offer Shares or the exercise of any rights in relation to the Offer Shares.

STRUCTURE OF THE SHARE OFFER

Details of the structure of the Share Offer, including its conditions, are set out under the section headed “Structure and conditions of the Share Offer” in this prospectus.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on GEM and the Company complies 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 date of commencement of the dealings in the Shares on GEM or such other date determined by HKSCC. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect their rights and interests.

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 necessary arrangements have been made for the Shares to be admitted into CCASS.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

HONG KONG BRANCH REGISTER OF MEMBERS

All Shares in issue and to be issued pursuant to the Share Offer will be registered on the Company’s branch register of members to be maintained by the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited in Hong Kong. The Company’s principal register of members is maintained by M&C Corporate Services Limited in the Cayman Islands.