
INFORMATION ABOUT THIS PROSPECTUS

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities (Stock Exchange Listing) Rules (as amended) and the Listing Rules for the purpose of giving information to the public with regard to the Company. The Directors 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 there are no other facts the omission of which would make any statement herein misleading.

FULLY UNDERWRITTEN

The Share Offer is sponsored by Dao Heng Securities and fully underwritten by the Underwriters.

A total of 100,000,000 Offer Shares (assuming that the Over-allotment Option is not exercised) are to be placed or subscribed for by the Underwriters. Information relating to the New Issue arrangements is set out in the section headed "Structure of the Share Offer" of this prospectus.

OFFER SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken in any jurisdiction other than Hong Kong to permit the distribution of this prospectus. This prospectus is not an offer or invitation in any jurisdiction in which it is not authorised, and is not an offer or invitation to any person to whom it is unlawful to make an unauthorised offer or invitation.

The Company is prohibited from making any invitation to the public in the Cayman Islands to subscribe for any of the Offer Shares.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The Company has applied to the Listing Committee for the listing of, and permission to deal in, its existing Shares, the Offer Shares to be issued as mentioned herein and any Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme. 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 enabling the Shares to be admitted into CCASS.

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

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NO ACCOUNTS

No accounts have been made up in respect of any part of the period of three years ended on a date three months before the issue of this prospectus.

PROFESSIONAL TAX ADVICE RECOMMENDED

If potential investors are unsure about the taxation implications of subscribing for the Offer Shares under the Share Offer, or about purchasing, holding or dealing in them, potential investors should consult an expert.

The Company, the Interim Investment Manager, the Investment Manager, Dao Heng Securities, the Underwriters, their respective directors and any other person 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, holding or disposing of the Offer Shares or exercising any rights attached to them.

STAMP DUTY

Dealings in the Shares registered on the Company's register of members maintained in Hong Kong will be subject to Hong Kong stamp duty. Dealings in the Shares will not be subject to stamp duty in the Cayman Islands.

STRUCTURE OF THE SHARE OFFER AND RESTRICTION ON SHAREHOLDINGS

The Company is an investment company and is subject to the listing requirements of Chapter 21 of the Listing Rules. Further details of the Share Offer, including the conditions, are set out in the section headed "Structure of the Share Offer" in pages 66 to 69 of this prospectus.

Potential investors should note that under Rule 21.04(4) of the Listing Rules, at the time of listing, no person shall control 30% (or such other percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the votes exercisable at any general meeting of the Company. For these purposes, the interests of all the associates of a Shareholder and any persons acting in concert (within the meaning of the Takeovers Code) with that Shareholder will be aggregated.