

**FURTHER INFORMATION ABOUT THE COMPANY AND ITS SUBSIDIARIES****1. Incorporation of the Company**

The Company was incorporated in Bermuda under the Companies Act as an exempted company with limited liability on 27 June 2006. The Company has established a place of business in Hong Kong at 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong and was registered in Hong Kong under Part XI of the Companies Ordinance, with Mr. Chan Pak Lam, Tom of Flat H, 62/F, Tower 2, Island Resort, 28 Siu Sai Wan Road, Hong Kong and Ms. Chan Yuk Chun of Flat C, Block 10, 21/F, Charming Garden, 8 Hoi Ting Road, Mongkok, Kowloon, Hong Kong appointed as the authorised representatives of the Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong. As the Company was incorporated in Bermuda, it operates subject to the Companies Act and its constitution, which comprises the Memorandum of Association and the Bye-laws. A summary of various provisions of the constitution of the Company and relevant aspects of the Companies Act is set out in appendix IV to this prospectus.

**2. Changes in share capital of the Company**

Pursuant to resolutions in writing of the sole Shareholder passed on 2 April 2007, the share capital of the Company was increased to HK\$2,826,356.36 by the creation of a further 272,635,636 Shares, which were on that date issued and credited as fully paid as described in paragraph 4 below. The authorised share capital of the Company was further increased to HK\$5,000,000,000 by the creation of a further 499,717,364,364 Shares pursuant to a resolution passed by the sole Shareholder referred to in paragraph 3 below.

Immediately following the Share Offer, the authorised share capital of the Company will be HK\$5,000,000,000 divided into 500,000,000,000 Shares of which 601,271,272 Shares will be issued fully paid or credited as fully paid, and 499,398,728,728 Shares will remain unissued. There is no present intention to issue any of the authorised but unissued share capital of the Company and, without the prior approval of the Shareholders in general meeting, no issue of Shares will be made which would effectively alter the control of the Company.

Save as disclosed herein, there has been no alteration in the share capital of the Company since its incorporation.

**3. Resolutions in writing of the sole Shareholder passed on 2 April 2007**

On 2 April 2007, further resolutions in writing were passed by the sole Shareholder pursuant to which, among other things:

- (a) the Company approved and adopted its Bye-laws;
- (b) the authorised share capital was increased from HK\$2,826,356.36 to HK\$5,000,000,000 by the creation of a further 499,717,364,364 Shares;

- (c) conditional on the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares in issue and to be issued as mentioned in this prospectus and the obligations of the Underwriters under the Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms therein or otherwise, in each case on or before such date as may be specified in the Underwriting Agreement, the Share Offer was approved and the Directors were authorized to allot and issue the Offer Shares;
- (d) conditional on the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares in issue and to be issued as mentioned in this prospectus and on the obligations of the Underwriters under the Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms of therein or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreement:
  - (i) a general unconditional mandate was given to the Directors to exercise all powers of the Company to allot, issue and deal with, otherwise than by way of rights issue, scrip dividend schemes or similar arrangements in accordance with the Bye-laws, or under the Share Offer, Shares with an aggregate nominal amount of not exceeding the sum of (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer, and (bb) the aggregate nominal amount of the share capital of the Company which may be purchased by the Company pursuant to the authority granted to the Directors as referred to in subparagraph (iii) below, until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first;
  - (ii) a general unconditional mandate was given to the Directors authorising them to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue and to be issued immediately following completion of the Share Offer, such mandate to remain in effect until whichever is the earliest of the conclusion of the next annual general meeting of the Company; or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or the date on which this mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and
  - (iii) the extension of the general mandate to allot, issue and deal with Shares to include the nominal amount of Shares which may be repurchased pursuant to paragraph (ii) above provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer.

#### **4. Reorganisation**

In preparation of the Share Offer, the Reorganisation was effected, as a result of which the Company became the ultimate holding company within the Group. The Reorganisation involved the following:

- (a) On 27 June 2006, the Company was incorporated in Bermuda.
- (b) On 11 July 2006, 10,000,000 Shares were issued nil-paid by the Company to EIHL.
- (c) On 26 July 2006, Profit Ascent was incorporated in the BVI.
- (d) On 2 April 2007, Profit Ascent (i) allotted and issued its four (4) shares, credited as fully paid, to Emperor Financial Services and (ii) credited as fully paid at par the 1 share issued nil-paid by Profit Ascent to Emperor Financial Services on 24 October 2006 in consideration of the transfer from Emperor Financial Services of its 100% equity interest in Emperor Securities, Emperor Securities Nominees, Emperor Futures, Emperor Gold & Silver and Famous Winner to Profit Ascent.
- (e) On 2 April 2007, the Company (i) allotted and issued 272,635,636 Shares, credited as fully paid, to EIHL (at the request of Emperor Financial Services and Joybridge) and (ii) credited as fully paid at par the 10,000,000 Shares issued nil-paid by the Company to EIHL on 11 July 2006 referred to in (b) above, in consideration of the transfer by EIHL to the Company of its interest in Profit Ascent.

#### **5. Changes in share capital of subsidiaries**

The subsidiaries of the Company are listed in the accountants' report set out in appendix I to this prospectus. In addition to the alterations described in paragraph 4 above, the following alterations in the share capital of each of the Company's subsidiaries took place within the two years immediately preceding the date of this prospectus:

- the authorized share capital of Emperor Futures were increased from HK\$10,000,000 to HK\$50,000,000 on 29 September 2005 and 40,000,000 shares were allotted to and fully paid by Emperor Financial Services on the same date.

Save as disclosed herein and in paragraph 4 of this appendix, there has been no alteration in the share capital of any of the subsidiaries of the Company within the two years immediately preceding the date of this prospectus.

#### **6. Securities repurchase mandate**

This paragraph 6 includes information required by the Stock Exchange to be included in this prospectus concerning the repurchase by the Company of its own securities.

(a) *Stock Exchange Rules*

The Listing Rules permit a company listed on the Stock Exchange to repurchase its securities on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(i) *Shareholders' approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company listed on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

*Note:* Pursuant to a resolution in writing passed by the sole Shareholder on 2 April 2007, a general unconditional mandate (the "Repurchase Mandate") was given to the Directors authorising any repurchase by the Company of Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, of up to 10% of the aggregate nominal amount of the share capital of the Company immediately following completion of the Share Offer, the Repurchase Mandate whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or applicable law to be held; (iii) or the date on which the Repurchase Mandate is revoked or varied by passing of an ordinary resolution by the Shareholders in general meeting.

(ii) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with a company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(b) *Reasons for repurchases*

The Directors believe that it is in the interest of the Company and its Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

(c) *Funding of repurchases*

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Bye-laws and the applicable laws of Bermuda.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

The exercise in full of the Repurchase Mandate, on the basis of 601,271,272 Shares in issue immediately after the listing of the Shares, would result in up to 60,127,127 Shares being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

*(d) General*

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates currently intends to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If, as a result of the repurchase of the securities by the Company, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

## **FURTHER INFORMATION ABOUT THE BUSINESS**

### **7. Summary of material contracts**

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this prospectus and are or may be material:

- (a) a form of transfer of trading right dated 4 April 2005 made between Emperor Securities as transferor and Affluent Pacific Securities Limited as transferee in relation to the sale of one Stock Exchange Trading Right by Emperor Securities to Affluent Pacific Securities Limited at a consideration of HK\$480,000.00;
- (b) a transfer agreement dated 7 June 2005 made between Emperor Securities as vendor and T & F Equities Limited as purchaser in relation to the sale of one Stock Exchange Trading Right by Emperor Securities to T & F Equities Limited at a consideration of HK\$488,000.00;



- (c) a transfer agreement dated 2 September 2005 made between Emperor Securities as vendor and Win Whole Securities Limited as purchaser in relation to the sale of one Stock Exchange Trading Right by Emperor Securities to Win Whole Securities Limited at a consideration of HK\$520,000.00;
- (d) a form of transfer of trading right dated 20 October 2005 made between Emperor Futures as transferor and 3V Capital Limited as transferee in relation to the sale of one Futures Exchange Trading Right by Emperor Futures to 3V Capital Limited at a consideration of HK\$500,000.00. This transfer of Futures Exchange Trading Right was subsequently withdrawn by 3V Capital Limited;
- (e) a contract for transfer of shares in 湖北省金龍期貨經紀有限公司 (“Target Company”) dated 26 March 2006 between 武漢紅人實業集團股份有限公司 as transferor and Emperor Futures as transferee for transfer of 39% of shareholdings in the Target Company at the consideration of HK\$11,271,676.30;
- (f) a contract for transfer of shares in the Target Company dated 26 March 2006 between 武漢山雅貿易有限公司 as transferor and Emperor Futures as transferee for transfer of 6% of shareholdings in the Target Company at the consideration of HK\$1,734,104.00;

The two contracts referred to in (e) and (f) above was conditional on if, amongst other things, the approval from the Chinese Securities Regulatory Commission (“CSRC”) could be obtained within 60 working days from the date of signing the said contracts. As the CSRC approval was not obtained within the time limit, the said contracts had been terminated.

- (g) a sale and purchase agreement dated 2 April 2007 between Emperor Financial Services as seller and the Company as purchaser regarding the acquisition by the Company of the entire issued share capital of Profit Ascent from Emperor Financial Services in consideration of (i) the allotment and issue by the Company of 272,635,636 Shares, credited as fully paid, to EIHL at the request of Emperor Financial Services and Joybridge; and (ii) the Company crediting as fully paid at par the existing 10,000,000 Shares held by EIHL which were issued nil-paid on 11 July 2006;
- (h) a deed of indemnity dated 10 April 2007 given by Charron as an indemnifier in favour of the Company under which Charron has given certain indemnities in favour of the Group containing, among other things, the indemnities referred to in the sub-paragraph headed “Estate duty and tax indemnities” under the paragraph headed “Other information” in this appendix; and
- (i) the Underwriting Agreement.

## 8. Intellectual property rights of the Group

The Group has been granted a non-exclusive and non-transferable licence, at nominal consideration, to use the trademarks registered by Emperor Management pursuant to the Trademarks Agreement, details of the trademarks are as follows:

Trademark	Place of registration	Registration number	Class	Date of registration
	Hong Kong	199709708	36	7 June 1995
	PRC	801827	36	21 December 1995
英皇	Hong Kong	199609690	36	14 October 1993
英皇	PRC	799881	36	14 December 1995
Emperor	Hong Kong	199801203	36	14 October 1993
Emperor	PRC	799886	36	14 December 1995

The relevant specifications of goods or services of the above trademarks in class 36 include real estates agency and management services; renting of apartments and flats; property investment services; brokerage of investment holdings, securities, commodities and foreign exchange; securities and commodities dealing; capital investment; fund investment; financing of loans; lending against security; arranging and provision of loans against security.

Details of the licence to use the above trademarks are set out in the paragraph headed “Licensing of trademarks” under the sub-section headed “Business – Exempt continuing connected transactions” of this prospectus.

## FURTHER INFORMATION ABOUT DIRECTORS, MANAGEMENT, STAFF AND EXPERTS

### 9. Disclosure of interests

#### (a) Service contracts

Particulars of service contracts of the Directors are set out in the section headed “Directors, senior management and staff”.

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any of its subsidiaries or any member of the Group which does not expire or is not determinable by the Group within one year without the payment of compensation (other than statutory compensation).

(b) *Directors' remuneration*

- (i) During the three years ended 31 March 2006 and the nine months ended 31 December 2006, the aggregate emoluments including salaries, bonuses, commission and other benefits paid by the Group to the Directors were approximately HK\$1.2 million, HK\$1.7 million, HK\$1.5 million and HK\$1.4 million respectively. The above mentioned compensation paid to the Directors during the Track Record Period had not included compensation paid to a Director, who is also a director of EIHL, in the sum of approximately HK\$262,000, HK\$635,000, HK\$323,000 and HK\$123,000 respectively for the three years ended 31 March 2006 and the nine months ended 31 December 2006 which were charged to the Group under the management fee paid to the Emperor Group.
- (ii) None of the Directors or any past directors of any member of the Group has been paid any sum of money for each of the three years ended 31 March 2006 and the nine months ended 31 December 2006 (i) as an inducement to join or upon joining the Company or (ii) for loss of office as a director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group.
- (iii) There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 31 March 2006 and the nine months ended 31 December 2006.

(c) *Personal guarantees*

The Directors have not provided personal guarantees in favour of lenders in connection with banking facilities granted to the Group.

(d) *Agency fees or commissions received*

The Underwriters will receive a commission of 2.5% of the Offer Price in respect of all the Offer Shares, out of which they will pay any sub-underwriting commissions and selling concessions. The Joint Sponsors will also receive documentation and sponsor fees. Such commissions, selling concessions, documentation fees and expenses, together with the Stock Exchange listing fees, the SFC transaction levy and the Stock Exchange trading fee, brokerage, capital duty, legal and other professional fees, and printing and other expenses relating to the Share Offer, which are estimated to amount in aggregate to approximately HK\$15.0 million, of which approximately HK\$4.9 million has been charged to the profit and loss accounts of the Group for the nine months ended 31 December 2006.



*(e) Substantial Shareholders*

So far as the Directors are aware, immediately following the Share Offer and the EIHL Distribution, the following persons will have an interest or short position in the Shares or underlying Shares of the Company which will have to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO:

<b>Name</b>	<b>Capacity/ Nature of interests</b>	<b>Number of Shares directly or indirectly held</b>	<b>Approximate percentage of issued share capital (%)</b>
Charron ( <i>Notes 1 &amp; 5</i> )	Beneficial owner	325,320,564 (L)	54.11%
Jumbo Wealth ( <i>Notes 1, 2 &amp; 5</i> )	Trustee	325,320,564 (L)	54.11%
GZ Trust Corporation ("GZ Trust") ( <i>Notes 1, 2, 3 &amp; 5</i> )	Trustee	325,320,564 (L)	54.11%
Mr. Albert Yeung ( <i>Notes 1, 2, 3, 4 &amp; 5</i> )	Founder of the Trust	325,320,564 (L)	54.11%
Penta Investment Advisers Ltd. ( <i>Notes 1, 5 &amp; 6</i> )	Investment manager	101,104,000 (L)	16.82%
Mr. John Zwaanstra ( <i>Notes 1, 5 &amp; 6</i> )	Interest in a controlled corporation	101,104,000 (L)	16.82%

*Notes:*

1. The letter "L" denotes the person's long position in such securities.
2. The entire issued share capital of Charron is held by Jumbo Wealth on trust for The A&A Unit Trust. By virtue of SFO, Jumbo Wealth is deemed to be interested in the Shares held by Charron.
3. The A&A Unit Trust is a unit trust under the Trust, GZ Trust is the trustee of the Trust. By virtue of SFO, GZ Trust is deemed to be interested in the Shares held by Charron.
4. By virtue of SFO, Mr. Albert Yeung, the settlor of the Trust, is deemed to be interested in the Shares held by Charron.
5. Assuming that all the Qualifying EIHL Shareholders have taken up their entitlements under the Preferential Offer.
6. Other than being a substantial Shareholder, the Directors are not aware that Mr. John Zwaanstra has other relationship with the Directors, chief executive or other substantial shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries or their respective associates as defined in the Listing Rules.

(f) *Related party transactions*

During the two years preceding the date of this prospectus, the Group had engaged in related party transactions as described in note 29 to the accountants' report set out in appendix I to this prospectus.

(g) *Disclaimers*

Save as disclosed in this prospectus:

- (i) and taking no account of any Shares which may be taken up or acquired under the Share Offer, the Directors are not aware of any person who immediately following the Share Offer will hold either directly or indirectly, or be beneficially interested in, Shares representing 10% or more of the share capital of the Company in issue and to be issued as mentioned in this prospectus;
- (ii) none of the Directors or chief executive of the Company has any interests and short positions in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange, in each case once the Shares are listed on the Stock Exchange;
- (iii) and in particular as disclosed in note 29 to the accountants' report set out in appendix I to this prospectus, none of the Directors or the experts named in paragraph 14 of this appendix has been interested in the promotion of, or has any direct or indirect interest in any assets acquired or disposed of by or leased to, any member of the Group within the two years immediately preceding the date of this prospectus, or which are proposed to be acquired or disposed of by or leased to any member of the Group nor will any Director apply for Shares either in his own name or in the name of a nominee;
- (iv) and in particular as disclosed in the section headed "Directors, senior management and staff – particulars of service contracts and directors' remuneration", none of the Director is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of the Group taken as a whole; and
- (v) none of the experts named in paragraph 14 of this appendix has any shareholding in any company in the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any company in the Group.

## OTHER INFORMATION

## 10. Estate duty and tax indemnities

Charron (the “Indemnifier”) has entered into a deed of indemnity with and in favour of the Company (for itself and as trustee for each of its subsidiaries stated therein) (being the material contract (h) referred to in paragraph 7 of this appendix) to provide indemnities in respect of, among other matters, any liability for Hong Kong estate duty which might be incurred by any member of the Group by reason of any transfer of property (within the meaning of section 35 of the Estate Duty Ordinance) to any member of the Group on or before the date on which the Share Offer becomes unconditional (the “Effective Date”). The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries in Bermuda and the BVI.

Under the deed of indemnity, the Indemnifier has also given indemnities to the Group in relation to taxation which might be payable by any member of the Group in respect of any income, profits or gains earned, accrued or received on or before the Effective Date.

The deed of indemnity does not cover any claim and the Indemnifier shall be under no liability under the deed in respect of any taxation:

- (a) to the extent that provision has been made for such taxation in the audited accounts of the Group (the “Accounts”) for each of the three years ended 31 March 2006 and the nine months ended 31 December 2006;
- (b) to the extent that such taxation or liability falling on any members of the Group in respect of their accounting period commencing on 1 January 2007 and ended on the Effective Date, unless such taxation or liability would not have arisen but for some act or omission of, or transaction voluntarily effected by, any of such members (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) without the prior written consent or agreement of the Indemnifier, otherwise than any such act, omission or transaction:
  - (i) carried out or effected in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after 31 December 2006; or
  - (ii) carried out or effected or entered into pursuant to a legally binding commitment created on or before 31 December 2006 or pursuant to any statement of intention made in this prospectus; or
- (c) for which any members of the Group is liable as a result of any transaction entered into by it in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after 31 December 2006; or

- (d) to the extent that such taxation claim arises or is incurred as a result of the imposition of taxation as a consequence of any retrospective change in the law or the interpretation or practice thereof by the Hong Kong Inland Revenue Department or any other relevant authority coming into force after the date of the deed of indemnity or to the extent that such claim arises or is increased by an increase in rates of taxation after the date of the deed of indemnity with retrospective effect; or
- (e) to the extent that any provision or reserve made for taxation in the Accounts which is finally established to be an over-provision or an excessive reserve, then the Indemnifier's liability (if any) in respect of taxation shall be reduced by an amount not exceeding such over-provision or reserve provided that the amount of any such provision or reserve applied referred to in this item (e) to reduce the Indemnifier's liability in respect of taxation shall not be available in respect of any liability arising thereafter in which event the Indemnifier shall be obliged to indemnify each of the members of the Group against any liability, loss or damage arising from such liability.

The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries.

#### **11. Litigation**

Neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

#### **12. Joint Sponsors**

The Joint Sponsors have made an application on behalf of the Company 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 as mentioned in this prospectus.

#### **13. Preliminary expenses**

The estimated preliminary expenses of the Company are approximately HK\$78,000 and are payable by the Company.

**14. Qualifications of experts**

The qualifications of the experts who have given opinions and/or whose names are included in this prospectus are as follows:

<b>Name</b>	<b>Qualification</b>
Somerley Limited	Licensed corporation under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Emperor Capital Limited	Licensed corporation under the SFO to carry on Type 6 (advising on corporate finance) regulated activity under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants
Conyers Dill & Pearman	Bermuda barristers and attorneys
Savills Valuation and Professional Services Limited	Property valuers

**15. Consents of experts**

Each of Somerley Limited, Emperor Capital Limited, Deloitte Touche Tohmatsu, Conyers Dill & Pearman, Savills Valuation and Professional Services Limited has given and has not withdrawn its written consent to the issue of this prospectus with copy of its reports, valuation, letters or opinions (as the case may be) and the references to its name or summary of opinions included herein in the form and context in which it appears.

**16. Binding Effect**

This prospectus shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

**17. Taxation of holders of Shares***(a) Hong Kong*

The sale, purchase and transfer of Shares registered with the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration of, if higher, of the fair value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

*(b) Bermuda*

Under present Bermuda law, transfers and other dispositions of Shares are exempt from Bermuda stamp duty.

*(c) Consultation with professional advisers*

Intending holders of Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in Shares or exercising any rights attaching to them. It is emphasised that none of the Company, the Directors or the other parties involved in the Share Offer can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercising any rights attaching to them.

**18. Register of members and branch register of members**

Subject to the provisions of the Companies Act, the register of members of the Company will be maintained in Bermuda by Butterfield Fund Services (Bermuda) Limited and a branch register of members of the Company will be maintained in Hong Kong by Secretaries Limited. Unless the Directors otherwise agree, all transfers and other documents of title of Shares must be lodged for registration with and registered by, the Company's share registrar in Hong Kong and may not be lodged in Bermuda.

**19. Miscellaneous**

Save as disclosed herein:

- (i) within two years preceding the date of this prospectus:
  - (aa) no Share or loan capital of the Company or of any of its subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash; and
  - (bb) no commissions, discounts, brokerages or other special terms has been granted in connection with the issue or sale of any Share or loan capital of the Company or any of its subsidiaries;

- (ii) no Share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) there is no arrangement under which future dividends are waived or agreed to be waived;
- (iv) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this prospectus;
- (v) the Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since 31 December 2006 (being the date to which the latest audited financial statements of the Group were made up).