

### **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (Subsidiary Legislation V of Chapter 571 of the Laws of Hong Kong) and the GEM Listing Rules for the purposes of giving information to the public with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this prospectus is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this prospectus misleading; and
- (c) 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.

### **FULLY UNDERWRITTEN**

This prospectus is published solely in connection with the Placing, which is sponsored by the Sponsor and managed by the Lead Manager and, subject to the Company and the Lead Manager agreeing the Placing Price, is fully underwritten by the Underwriters. Information about the Underwriters and the underwriting arrangement are set out in the section headed "Underwriting" of this prospectus.

### **PLACING SHARES TO BE OFFERED IN HONG KONG ONLY**

No action has been taken to permit the offering of the Placing Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purposes of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstance in which such offer or invitation is not authorised or to any person to whom it is unlawful to make an unauthorised offer or invitation.

The Placing Shares are offered for subscription solely on the basis of the information contained, and the representations made, in this prospectus. No person is authorised in connection with the Placing 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, any of their respective directors, officers, employees or agents or any other persons involved in the Placing. No offer of Placing Shares may be made to the public in the Cayman Islands.

**Each person or entity acquiring the Placing Shares will be required to confirm, or deemed by his or her or its acquisition of the Placing Shares, that he or she or it is aware of the restrictions relating to the Placing Shares as described in this prospectus.**

## **STRUCTURE OF THE PLACING**

The Placing comprises 42,000,000 new Shares for subscription at the Placing Price. The number of Placing Shares is subject to adjustment upon the exercise of the Offer Size Adjustment Option as described under the section headed “Structure and conditions of the Placing” of this prospectus.

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

## **APPLICATION FOR LISTING ON GEM**

The Company has applied to the GEM Listing Committee for granting of the listing of, and permission to deal in, its existing Shares, the Placing Shares, Shares to be issued pursuant to the Capitalisation Issue, Shares to be issued upon the exercise of the Offer Size Adjustment Option, any Shares which may fall to be issued pursuant to the exercise of options which were or may be granted under the Share Option Schemes.

No part of the Company’s share or loan capital is listed or dealt in on any other stock exchange. As at the date of this prospectus, the Company is not seeking or proposing to seek listing of, or permission to deal in, its securities on any other stock exchange.

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at all times after the listing, the Company must maintain the “minimum prescribed percentage” of 25% of the issued share capital of the Company in the hands of the public.

## **PROFESSIONAL TAX ADVICE RECOMMENDED**

Potential applicants for the Placing Shares are recommended to consult their professional advisers if they are in doubt as to taxation implications in relation to the subscription for, holding, purchase, disposal of or dealing in the Placing Shares or exercising their rights thereunder. It is emphasised that none of the Company, the Directors, the Sponsor, the Underwriters and their respective directors, officers, employees and agents or any other persons involved in the Placing accepts responsibility for any tax effects on, or liability of, holders of Shares resulting from the subscription for, holding, purchase, disposal of or dealing in or the exercise of any rights in relation to the Placing Shares.

## **REGISTRATION AND STAMP DUTY**

All Shares in issue and to be issued pursuant to the Capitalisation Issue and the Placing will be registered on the Company’s branch register of members to be maintained in Hong Kong.

Dealings in Shares registered on the Company’s Hong Kong branch register will be subject to Hong Kong stamp duty.

### SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the GEM Listing Committee grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus 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 Listing Date or any other date as determined by HKSCC. 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 activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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

### DEALINGS AND SETTLEMENT

Dealings in the Shares are expected to commence on 13 October 2005.

Shares will be traded in board lots of 5,000 Shares each.

The GEM stock code for the Shares is 8310.

The Company will not issue any temporary documents of title.

Dealings in the Shares on GEM will be effected by participants of the Stock Exchange whose bid and offer quotations will be made available on GEM website and the Stock Exchange's teletext page information system.

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. Only certificates for Shares registered on the Company's Hong Kong branch share register of members will be valid for delivery in respect of transactions effected on GEM.

If you are unsure about the procedures for dealings and settlement arrangements on the Stock Exchange on which Shares are listed and how such arrangements will affect your rights and interests, you should consult your stockbroker or other professional advisers.