
INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

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 and the GEM Listing Rules for the purpose 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 the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

DEALINGS AND SETTLEMENT

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 15 July 2011. Shares will be traded in board lots of 3,000 Shares each.

The stock code for the Shares is 8160.

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 available on the GEM's teletext page information system. Delivery and payment for Shares dealt on GEM will be effected two trading days following the transaction date.

Settlement of transactions between participants of the 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 branch share register of the Company will be valid for delivery in respect of transactions effected on GEM.

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

THE PLACING IS NOT UNDERWRITTEN

This prospectus is published solely in connection with the Placing which is sponsored by the Sponsor. Subject to the terms and conditions of the Placing Agreement including, among other things, the determination of the Placing Price between the Joint Lead Managers (for themselves and on behalf of the Co-lead Manager) and the Company at or before the Price Determination Time. **The Placing is managed by the Joint Lead Managers on a best-efforts basis and is not underwritten.** Particulars of the placing arrangements are set forth in the section headed "Structure and conditions of the Placing" of this prospectus. **Should the amount of gross proceeds raised under the Placing be less than HK\$36,000,000 (being 45,000,000 Placing Shares times the lowest Placing Price of HK\$0.80 per Placing Share) (or such amount as agreed between the Company and the Joint Lead Managers (for**

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themselves and on behalf of the Co-lead Manager)) or the relevant total Placing Price is not received by the Joint Lead Managers at or before the Price Determination Time, the Placing will not proceed.

RESTRICTIONS ON OFFER OF THE PLACING SHARES

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.

The distribution of this prospectus and the offering of the Placing Shares in certain jurisdictions are restricted by law. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation, nor is it calculated to invite or solicit offers in any jurisdiction or in any circumstances in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

The Placing Shares are offered solely on the basis of the information contained and the representations made in this prospectus. So far as the Placing is concerned, no person is authorised 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 Sole Bookrunner, the Joint Lead Managers, the Co-lead Manager, any of their respective directors, officers, representatives, or any affiliates of any of them, or any other person or party involved in the Placing.

APPLICATION FOR LISTING ON THE GEM

An application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue, the Placing Shares and as otherwise described in this prospectus on GEM (including any Shares which may be issued pursuant to the exercise of any option which may be granted under the Share Option Scheme).

No part of the Shares or loan capital of the Company is listed, traded, or dealt in on any stock exchange. As at the Latest Practicable Date, the Company was not seeking or proposing to seek listing of, or permission to deal in, the securities of the Company on any other stock exchange.

A total of 45,000,000 Placing Shares representing approximately 25% of the enlarged issued share capital of the Company immediately following completion of the Placing (without taking into account of any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme) will be made available under the Placing.

Under section 44B(1) of the Companies Ordinance, if the permission for the Shares offered under this prospectus to be listed on GEM has been refused before the expiration of three weeks from the date of the closing of the application of the Placing or such longer period not exceeding six weeks as may, within the said three weeks, be notified to the Company by or on behalf of the Stock Exchange, then any allotment made on an application in pursuance of this prospectus shall, whenever made, be void.

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Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of the Listing and at all times thereafter, the Company must maintain the “minimum prescribed percentage” of 25% of the issued share capital of the Company in the hands of the public.

Only securities registered on the branch register of members of the Company kept in Hong Kong may be traded on GEM unless the Stock Exchange otherwise agrees.

ELIGIBILITY FOR ADMISSION INTO CCASS

Subject to the granting of listing of, and permission to deal in, the Shares on GEM and the Company’s compliance 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 dealings in the Shares on GEM or any other date as HKSCC chooses.

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. If investors are unsure about the details of CCASS settlement arrangement and how such arrangement will affect their rights and interests, they should seek the advice of their stockbroker or other professional advisers.

HONG KONG REGISTER OF MEMBERS AND STAMP DUTY

All of the Shares will be registered on the Company’s branch register of members to be maintained in Hong Kong by the Company’s branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong.

The Company’s principal register of members will be maintained by the Company’s principal share registrar and transfer office, Codan Trust Company (Cayman) Limited at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Dealings in the Shares registered in the branch register of members of the Company in Hong Kong will be subject to Hong Kong stamp duty.

Unless determined otherwise by the Company, dividends payable in Hong Kong dollars in respect of the Shares will be paid to the Shareholders listed on the Company’s Hong Kong branch register of members to be maintained in Hong Kong, by ordinary post, at the Shareholders’ risk, to the registered address of each Shareholder or if joint Shareholders, to the first-named therein in accordance with the Articles.

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PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors for the Placing Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding and dealing in the Shares. It is emphasised that none of the Company, the Sponsor, the Sole Bookrunner, the Joint Lead Managers, the Co-lead Manager, any of their respective directors, officers, representatives, or any affiliates of any of them, or any other person or party involved in the Placing accepts responsibility for any tax effects or liabilities of holders of the Shares resulting from the subscription, purchase, holding or disposal of the Shares.

ROUNDINGS

Any discrepancies in any table between totals and sums of individual amounts listed in any table are due to rounding.

STRUCTURE AND CONDITIONS OF THE PLACING

Further details of the structure and conditions of the Placing are set forth in the section headed “Structure and conditions of the Placing” of this prospectus.