
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 (Chapter 571V of the Laws of Hong Kong) and the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

Copies of this prospectus are available, for information purposes only, during normal business hours at the offices of Quam Capital at 18/F–19/F, Aon China Building, 29 Queen's Road Central, Hong Kong and the Lead Manager at 11/F, New World Tower II, 16–18 Queen's Road Central, Hong Kong from 4:00 p.m. to 5:00 p.m. on Thursday, 31 January 2013, and from 9:00 a.m. to 5:00 p.m. (Hong Kong time) from Friday, 1 February 2013 to Friday, 8 February 2013 (both dates inclusive).

PLACING SHARES ARE FULLY UNDERWRITTEN

This prospectus is published solely in connection with the Placing and the Listing is sponsored by the Sponsor, managed by the Lead Manager. The Placing Shares are fully underwritten by the Underwriter pursuant to the Underwriting Agreement, subject to the terms and conditions of the Underwriting Agreement. Further details about the Underwriter and the underwriting arrangements are contained in the section headed "Underwriting" in this prospectus.

The Placing Shares are offered for subscription and purchase solely on the basis of the information contained and 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 in this prospectus must not be relied upon as having been authorised by the Company, Aperto Investments Limited, the Sponsor, the Lead Manager, the Sole Bookrunner, the Underwriter, the Co-Manager, any of their respective directors or any other persons or parties involved in the Placing.

DETERMINATION OF THE PLACING PRICE

The Placing Shares are being offered at the Placing Price which will be determined in Hong Kong dollars by the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) on the Price Determination Date. If, for whatever reason, the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) are unable to reach agreement on the Placing Price by 25 February 2013, the Placing will not proceed and will lapse. For full information relating to the determination of the Placing Price, please refer to the section headed "Structure and conditions of the Placing" in this prospectus.

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

PLACING SHARES TO BE OFFERED IN HONG KONG ONLY

Each person acquiring the Placing Shares will be required to confirm, or be deemed by his acquisition of the Placing Shares to confirm, that he is aware of the restrictions on the placing and sale of the Placing Shares described in this prospectus and that he is not acquiring, and has not been offered, any Placing Shares in circumstances that contravene any such restrictions.

No action has been taken in any jurisdiction other than Hong Kong to permit the offering of the Placing Shares or the general distribution of this prospectus. 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 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. No invitation may be made to the public in the Cayman Islands to subscribe for or purchase any of the Placing Shares.

Prospective investors for Placing Shares should consult their financial advisors and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective investors for the Placing Shares should inform themselves as to the relevant legal requirements of applying for the Placing Shares and any applicable exchange control regulations in the countries of their respective citizenship, residence or domicile.

APPLICATION FOR LISTING ON GEM

The Company is able to satisfy the requirements relating to continuity of ownership and control throughout the full financial year immediately preceding the Latest Practicable Date and up until the Listing Date under the GEM Listing Rules.

Application has been made to the Listing Division for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing and the Capitalisation Issue and upon the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or 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. At present, the Company is not seeking or proposing to seek listing of, or permission to deal in, the securities of the Company on any other stock exchange.

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 or revoked before the expiration of three weeks from the date of the closing of the Placing or such longer period not exceeding six weeks as may, within the said three weeks, be notified to the Company for permission by or on behalf of the Listing Division, then any allotment made on an application in pursuance of this prospectus shall, whenever made, be void.

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of 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. A total of 200,000,000 Placing Shares representing 25% of the Company’s enlarged issued share capital will be in the hands of the public

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

immediately following the completion of the Placing, the Capitalisation Issue and upon Listing (assuming the options which have been granted under the Pre-IPO Share Option Scheme or which may be granted under the Share Option Scheme are not exercised).

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors for the Placing Shares are recommended to consult their professional advisers if they are in doubt as to the taxation implications of the subscription for, holding, purchase, disposal of or dealing in, the Shares or exercising their rights thereunder. It is emphasised that none of the Company, the Directors, Aperto Investments Limited, the Sponsor, the Lead Manager, the Co-Manager, the Sole Bookrunner and the Underwriter, their respective directors, agents or advisers or any other persons involved in the Placing accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription for, holding, purchase, disposal of or dealing in, the Shares or exercising their rights thereunder.

STAMP DUTY

All of the Shares will be registered with the Hong Kong branch register of members of the Company in Hong Kong in order to enable them to be traded on GEM. Only Shares registered with the Company's branch register of members maintained in Hong Kong may be traded on GEM, unless the Stock Exchange otherwise agrees.

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

It is emphasised that none of the Company, Aperto Investments Limited, the Directors, the Sponsor, the Lead Manager, the Co-Manager, the Sole Bookrunner, the Underwriter, and their respective directors or employees or any other persons involved in the Placing accepts responsibility for any tax effects on, or liability of, holders of the Shares resulting from the subscription for, holding, purchase, disposal of or dealing in the Shares.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the 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 Listing Date or, under contingent situation, 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 necessary arrangements have been made enabling 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. Investors should seek the advice of their stockbrokers or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

STRUCTURE AND CONDITIONS OF THE PLACING

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

COMMENCEMENT OF DEALING IN THE SHARES

Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Monday, 25 February 2013. Shares will be traded in board lot of 10,000 Shares each. The stock code for the Shares is 8072. The Company will not issue any temporary documents of title.