
INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus contains 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 to the public with regard to us. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and, 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;
- there are no other matters the omission of which would make any statement herein or in this prospectus misleading; and
- 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.

The Placing Shares are offered for subscription and purchase 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. Any information or representation not contained herein shall not be relied upon as having been authorised by our Company, U Banquet (Cheung's), the Sponsor, the Joint Lead Managers, the Joint Bookrunners, the Underwriters, any of their respective directors, officers, agents, employees, affiliates and/or representatives or any other person or parties involved in the Placing.

Printed copies of this prospectus are available, for information purposes only, at the offices of (1) Quam Securities Company Limited at 18/F, China Building, 29 Queen's Road Central, Hong Kong; (2) Brilliant Norton Securities Company Limited at Room 804, 8/F, Jubilee Centre, 46 Gloucester Road, Wan Chai, Hong Kong; (3) SBI E2-Capital Financial Services Limited at Unit A2, 32/F, United Centre, 95 Queensway, Hong Kong; (4) Astrum Capital Management Limited at 11/F, 122 QRC, Nos. 122-126 Queen's Road Central, Hong Kong; (5) Convoy Investment Services Limited at 1/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong; (6) Great Roc Capital Securities Limited at Suite 3712, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong; (7) RHB OSK Securities Hong Kong Limited at 12th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong; and (8) Goldin Equities Limited at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. from Thursday, 28 November 2013 up to and including Friday, 6 December 2013 (both dates inclusive).

PLACING SHARES ARE FULLY UNDERWRITTEN

This prospectus is published solely in connection with the Placing which is sponsored by the Sponsor and is managed by the Joint Lead Managers. The Placing Shares are fully underwritten by the Underwriters (subject to the terms and conditions of the Underwriting Agreement and also subject to the Placing Price being fixed pursuant to the Price Determination Agreement). For further information relating to the Underwriters and the underwriting arrangements, see "Underwriting".

DETERMINATION OF THE PLACING PRICE

The Placing Shares are being offered at the Placing Price, which is expected to be fixed by agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company (for itself and on behalf of U Banquet (Cheung's)) on the Price Determination Date, which is expected to be on or around Wednesday, 4 December 2013 or such later date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of U Banquet (Cheung's)) may agree. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company (for itself and on behalf of U Banquet (Cheung's)) are unable to reach an agreement on the Placing Price by the Price Determination Date, the Placing will not become unconditional and will lapse.

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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 an 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. 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 our Company, U Banquet (Cheung's), the Joint Lead Managers, the Joint Bookrunners, the Sponsor, the Underwriters, any of their respective directors or any other parties involved in the Placing.

Each person subscribing for or purchasing the Placing Shares will be required to, or be deemed by his subscription or purchase of Placing Shares, to confirm that he is aware of the restrictions on offers of the Placing Shares described in this prospectus and that he is not subscribing for or purchasing, and has not been offered, any Placing Shares in circumstances that contravene any such restrictions.

APPLICATION FOR LISTING ON GEM

Application has been made to the Listing Division for the listing of, and permission to deal in, our Shares in issue and to be issued pursuant to the Placing including any Shares which may be issued pursuant to the Capitalisation Issue and any Shares which fall to be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme. No part of the share or loan capital of our Company is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at least 25% of the total issued share capital of our Company must at all times be held by the public. Accordingly, a total of 100,000,000 Placing Shares, representing 25% of the enlarged issued share capital of our Company immediately following completion of the Capitalisation Issue and the Placing (without taking into account of any Shares which may be allotted and issued pursuant to the exercise of any options 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 to be listed on GEM pursuant to this prospectus has been refused 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 our 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.

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

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ELIGIBILITY FOR ADMISSION INTO CCASS

Subject to the approval of the listing of, and permission to deal in, our Shares on GEM and compliance of the stock admission requirements of HKSCC, our 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. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.

All necessary arrangements have been made for 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.

REGISTER OF MEMBERS

Our Company's principal register of members will be maintained by our principal share registrar, Appleby Trust (Cayman) Ltd., in the Cayman Islands and our Company's Hong Kong branch register of members will be maintained by our Hong Kong branch share registrar, Union Registrars Limited, in Hong Kong.

Unless we determine otherwise, dividends will be paid in Hong Kong dollars to our Shareholders, as recorded in our branch register, by ordinary post at our Shareholders' risk, to the registered address of each Shareholder.

STAMP DUTY

Dealings in the Shares registered on our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. Dealings in the Shares registered on our principal register of members in Cayman Islands will not be subject to Cayman Islands stamp duty unless our Company holds an interest in land in the Cayman Islands.

PROFESSIONAL TAX ADVICE RECOMMENDED

Prospective investors in the Placing are recommended to consult their professional advisers if they are in any doubt as to the taxation implications in relation to subscribing for, purchasing, holding or disposing of, and dealing in our Shares (or exercising rights attaching to them). It is emphasised that none of us, U Banquet (Cheung's), the Joint Lead Managers, the Joint Bookrunners, the Sponsor, any of the Underwriters, any of their respective directors, agents, advisers, employees, personnel or any other persons or parties involved in the Placing accepts responsibility for any tax affairs or liabilities of any person resulting from the subscription for, purchase, holding or disposing of, dealing in our Shares, or the exercise of any rights attaching to our Shares.

STRUCTURE OF THE PLACING

Details of the structure of the Placing, including its conditions, are set out in "Structure and Conditions of the Placing".

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COMMENCEMENT OF DEALING IN THE SHARES

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 10 December 2013. Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for our Shares is 8107.

LANGUAGE

The English language version of this prospectus has been translated into the Chinese language. If there should be any inconsistency between the English and Chinese versions, the English version shall prevail.

ROUNDING

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of the individual items. When information is presented in thousands or millions of units, amounts may have been rounded up or down.