


SUMMARY

This summary aims at giving you an overview of the information contained in this prospectus. Since it is a summary, it does not contain all the information that may be important to you. You should read this prospectus in its entirety before you decide to invest in the Offer Shares.

There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed “Risk Factors” of this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.


OVERVIEW

We are one of the leading fast casual restaurant (“FCR”) chain operators selling Japanese ramen and Japanese-style dishes in Hong Kong and the PRC under the “” logo and “Ajisen” brand name. FCRs are a hybrid of fast-food and traditional sit-down restaurants. We are accredited by 中國烹飪協會 (China Cuisine Association) as one of the largest Japanese-style FCR chain operators in the PRC in terms of the number of chain restaurants. As at the Latest Practicable Date, the Group had a restaurant portfolio totaling 122 Ajisen chain restaurants, of which 92 are owned and managed by us, 24 are managed but not owned by us, 3 are owned but not managed by us, and 3 are sub-franchised. These 122 restaurants comprise 32 in Shanghai, 12 in Shenzhen, 8 in Beijing, 51 in other regions of the PRC and 19 in Hong Kong. All Ajisen chain restaurants in Hong Kong and the PRC, except for 3 sub-franchised restaurants (2 in the Hong Kong International Airport and 1 in Meilan Airport in Haikou, Hainan (PRC)), are managed and/or owned by us. We have entered into the Framework Agreement with Shenzhen Weiqian for the management and operation of the Ajisen restaurants owned by it, namely those in Guangdong Province, Chengdu and Wuhan. Our Ajisen restaurant network is supported by food manufacturing and processing centres located in Shanghai, Shenzhen, Beijing, Shandong and Hong Kong. On 16th January 2007, we entered into an investment agreement with our Franchisor, Katsuaki Shigemitsu and two other Independent Third Parties to establish a joint venture company in Taiwan for the purpose of establishing the “Ajisen” business in Taiwan, in which we will hold a 15% interest in this joint venture company. Our Group will be a minority investor and will not have management control of this joint venture company. It is intended that this joint venture company would become the holding company for all future “Ajisen” chain restaurants to be opened in Taiwan.

We believe that our success can be attributed to our Ajisen philosophy of 5 core values which we have developed over the years. Our 5 cores, or 5Cs, are:

- (1) strong brand equity via brand building;
- (2) comprehensive site selection, focusing on prime areas and CBDs;
- (3) innovative business model incorporating the advantages of both traditional Chinese full-service restaurants and Western fast food;
- (4) specially designed menu that matches with Asian food culture; and
- (5) pleasant dining environment with a modern and strong cultural ambience.

SUMMARY

We also manufacture and distribute packaged noodles and other related food products under the “” logo and “Ajisen” brand name. We manufacture and supply our packaged noodle products to our sub-franchised Ajisen restaurants and chain restaurants, other third-party restaurant operators, supermarkets, and other independent Ajisen restaurant outlets located in other countries. Our ramen production lines are located in Shanghai and Shenzhen.

Our pork-rib soup ramen dishes have been tested and certified as healthy and nutritious by the China Cuisine Association. We strive to provide consistent and standardised services to our customers. Over the years, we have received awards and obtained recognitions from various industry associations. These include:

Award	Year	Granting Body
China's Top 100 F&B Enterprises (ranked 7th among the fast food companies in the PRC in terms of revenue)	2004	<i>Awarded by 商務部商業改革發展司 (Department of Commercial Reform and Development of the MoC), China Cuisine Association and 中華全國商業信息中心 (China National Commercial Information Centre)</i>
(ranked 5th among the fast food companies in the PRC in terms of revenue)	2005	
Famous F&B Brand Enterprises	2004/2005	<i>Awarded by 上海飲食業行業協會 (Shanghai Restaurants Association)</i>
Gold Prize: Tenderous Ribs Noodles	2004	<i>上海餐飲文化博覽會2004 (Shanghai Food Culture Exhibition 2004) organised by 上海飲食業行業協會 (Shanghai Business Association)</i>
Gold Prize: Beef Curry Udon	2004	<i>上海餐飲文化博覽會2004 (Shanghai Food Culture Exhibition 2004) organised by 上海飲食業行業協會 (Shanghai Business Association)</i>
Top 100 China Enterprises Worthy of Investments	2006	<i>Awarded by the 世界傑出華商協會 (World Eminence Chinese Business Association)</i>
Certified as healthy and nutritious by the Food Nutrition Committee of the China Cuisine Association	2006	<i>China Cuisine Association</i>

SUMMARY

Award	Year	Granting Body
China's Top 10 Fast Food Brand Enterprises	2006	<i>China Cuisine Association</i>
Accredited as a quality restaurant under the Quality Tourism Services Scheme (QTS)	2006/2007	<i>Hong Kong Tourism Board</i>

We believe that the growing affluence of the PRC population brought about by the PRC's economic growth in recent years has resulted in increased consumer spending on food. According to the National Bureau of Statistics ("NBS"), PRC households spent an average of 36.96% of their disposable income on food in the year 2005. Total sales of the PRC fast food market grew at a CAGR of 17.7%, with total sales reaching RMB109,712.5 million in the year 2005 compared to RMB48,513.7 million in the year 2000. Given the PRC's track record of economic growth and development, coupled with its large population, we believe that our business has strong growth potential.

OUR PRINCIPAL STRENGTHS

By capitalising on our 5Cs, we have successfully developed the following principal strengths:

- We have a strong brand name
- We operate an extensive and strategic restaurant network covering prime locations in major PRC cities and Hong Kong
- We are innovative in our product development
- We combine traditional Japanese technique with modern production technology
- We have a proven restaurant management and business model which can be easily replicated in other regions of the PRC
- We have an experienced and professional management team

BUSINESS STRATEGIES

We have identified the following major growth drivers which we believe will help us realise our future growth strategies:

- Expand our FCR network
- Diversify our product offerings and distribution channels
- Embark on a multi-brand strategy

SUMMARY

RISK FACTORS

Our Directors consider that the business of our Group is subject to a number of risks which can be categorised into (1) risks arising from our relationship with our Franchisor; (2) risks relating to our business; (3) risks relating to our land usage; (4) risk relating to the industry; (5) risks relating to the PRC; (6) risks relating to the Global Offering; and (7) other risks are summarised as follows:

Risks Arising from Our Relationship with Our Franchisor

- We are reliant on Shigemitsu, which is our largest supplier
- We are governed by the terms of our Franchise Agreements with Shigemitsu
- We are reliant on Shigemitsu's good business standing

Risks Relating to Our Business

- Our business is subject to the laws and regulations in various locations in which we operate, in particular, the PRC and Hong Kong
- We are subject to laws governing our relationship with our employees
- The availability, quality and price fluctuations of food ingredients will affect our business and financial performance
- The public liability insurance which we have purchased may be inadequate and we may be affected by customer complaints, negative publicity or product liability claims
- Wrongdoings by our employees and/or outsiders may harm our business
- Our intellectual property rights may be infringed upon or we may inadvertently infringe third party rights
- Disruptions to any of our Ajisen chain restaurants and/or food manufacturing and processing facilities will affect our financial conditions and results of operations
- Our business is dependent on prompt delivery and quality transportation of our food products and raw materials
- Our business is reliant on key personnel including Poon Wai and Yin Yibing
- Our restaurant operations are service-oriented and therefore our employees are important to us

SUMMARY

- We depend on the cooperation of our sub-franchisees and other independent overseas Ajisen restaurants in upholding the “Ajisen” brand and reputation
- Adverse changes in political relations between the PRC and other countries as well as domestic social conditions in the PRC may affect our business
- There may be uncertainties associated with the expansion of our business
- We rely on computer software and hardware systems which may be susceptible to failure
- Any material disputes between our Group and any of our joint venture partners may adversely affect the results of operation of the relevant joint venture company and our Group and if unresolved, could potentially lead to a termination of such joint venture company
- We will be controlled by Poon Wai, our Controlling Shareholder, whose interests may differ from those of our other shareholders
- There may be potential conflict of interests between our Group and Shenzhen Weiqian due to our Controlling Shareholder, Poon Wai’s, interest in both businesses
- Dividends paid by us to our existing shareholders prior to completion of the Global Offering should not be treated as indications of our future dividend policy
- Our restaurants are susceptible to rental fluctuations and may also be affected by any unexpected land acquisitions, building closures or demolitions
- The construction of the second storey of two buildings which house the manufacturing plant of Shanghai Factory has not been approved by the relevant PRC authorities
- Our land use rights of the factory site in Songjiang Industrial Zone is conditional upon the fulfilment of certain conditions stipulated by the Management Committee of Songjiang Industrial Estate
- The usage rights of our leased properties may be encumbered

SUMMARY

Risks Relating to the Industry

- Our business may be adversely affected by reductions in discretionary consumer spending as a result of downturns in the economy
- We may be unable to anticipate changes in consumer preferences which may result in decreased demand for certain of our food products
- Our business is affected by intense competition
- Our business may be affected by the outbreak of food-related diseases or contagious diseases

Risks Relating to the PRC

- Changes in the economic and political environment in the PRC and the policies adopted by the PRC Government to regulate its economy may adversely affect the business, operating results and financial condition of our Group
- We may be affected by the cessation of, or changes in, income tax incentives currently enjoyed by some of our PRC Subsidiaries
- There may be a dilution effect associated with the Pre-IPO Share Option Scheme and the Share Option Scheme
- Government control of currency and future movements in exchange rates may adversely affect our ability to remit dividends, financial condition and results of operations
- The PRC legal system is not fully developed and has inherent uncertainties that could limit the legal protections available to our Group
- We may encounter difficulties in the enforcement of rights

Risks Relating to the Global Offering

- There has been no prior public market for our Shares and liquidity and market price of our Shares may be volatile
- There may be dilution of shareholding as a result of additional equity fund raising

Other Risks

- We strongly caution you not to place any reliance on any information contained in press articles or other media regarding our Company and/or the Global Offering

SUMMARY

- Statistics contained in this prospectus are derived from various sources and may not be reliable

WAIVERS FROM COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES ORDINANCE

The Stock Exchange has granted us waivers from strict compliance with: (i) the announcement and independent shareholders' approval requirements pursuant to Rule 14A of the Listing Rules in respect of certain continuing connected transactions between our Group and certain Connected Persons of our Company; (ii) Rule 10.07(1)(a) of the Listing Rules in respect of certain stock borrowing arrangements; (iii) "black-out" waivers in relation to the Franchise Agreements, the Novation Agreement and three sub-franchise agreements; (iv) Rule 4.04(1) waiver; and (v) waiver in relation to the list of grantees under the Pre-IPO Share Option Scheme. The SFC has granted us waivers from strict compliance with: (i) Section 342(1) of and paragraph 27 in Part I and paragraph 31 in Part II of the Third Schedule to the Companies Ordinance in respect of certain continuing connected transactions between our Group and certain Connected Persons of our Company; (ii) "black-out" waivers in relation to the Franchise Agreements, the Novation Agreement and three sub-franchise agreements; and (iii) waiver in relation to the list of grantees under the Pre-IPO Share Option Scheme. Further details of such waiver are set out in the section entitled "Waivers from Compliance with the Listing Rules and Exemption from Compliance with the Companies Ordinance" of this prospectus.

SUMMARY

TRADING RECORD

The following summary financial data of our Group for the three financial years ended 31st December 2005 and the nine months ended 30th September 2005 and 2006 have been extracted from the Accountants' Report set forth in Appendix I to this prospectus:

	Year ended 31st December			Nine months ended 30th September	
	2003 RMB'000	2004 RMB'000	2005 RMB'000	2005 RMB'000 (unaudited)	2006 RMB'000
Continuing operations					
Turnover	133,809	298,187	436,478	305,502	437,735
Cost of sales	(49,364)	(119,881)	(175,588)	(119,393)	(162,362)
Gross profit	84,445	178,306	260,890	186,109	275,373
Other income (note)	4,187	11,741	9,482	6,881	31,003
Property rentals	(19,619)	(42,738)	(63,860)	(44,613)	(60,300)
Distribution and selling expenses	(39,739)	(76,429)	(110,337)	(79,829)	(113,914)
Administrative expenses	(6,901)	(13,470)	(24,324)	(17,461)	(26,392)
(Decrease) increase in fair value of investment properties	(191)	636	676	–	–
Finance costs	(89)	(100)	(589)	(348)	(815)
Profit before taxation	22,093	57,946	71,938	50,739	104,955
Taxation	(4,419)	(11,534)	(16,433)	(9,228)	(19,846)
Profit for the year/period from continuing operations	17,674	46,412	55,505	41,511	85,109
Discontinued operations					
Profit for the year/period from discontinued operations	790	289	261	140	–
Profit for the year/period	<u>18,464</u>	<u>46,701</u>	<u>55,766</u>	<u>41,651</u>	<u>85,109</u>
Attributable to:					
Equity holders of the Company	11,518	37,189	48,950	36,961	83,615
Minority interests	6,946	9,512	6,816	4,690	1,494
	<u>18,464</u>	<u>46,701</u>	<u>55,766</u>	<u>41,651</u>	<u>85,109</u>
Dividends to					
Equity holders of the Company	6,018	9,854	24,777	11,817	40,000
Minority interests	3,840	6,046	15,344	7,304	–
	<u>9,858</u>	<u>15,900</u>	<u>40,121</u>	<u>19,121</u>	<u>40,000</u>
From continuing and discontinued operations:					
Earnings per share – Basic	<u>6.6 cents</u>	<u>16.1 cents</u>	<u>7.6 cents</u>	<u>5.8 cents</u>	<u>11.8 cents</u>
From continuing operations:					
Earnings per share – Basic	<u>6.1 cents</u>	<u>16.0 cents</u>	<u>7.5 cents</u>	<u>6.4 cents</u>	<u>11.8 cents</u>

Note: Other income is primarily comprised of management fee from related parties, exchange gain, commission income, property rental income, bank interest income and royalties. The substantial increase for the nine months ended 30th September 2006 resulted from the management fee income from related parties of RMB23,299,000 which is mainly due to the Management Agreement between our Group and Shenzhen Weiqian effective on 1st January 2006.

SUMMARY

PROFIT ESTIMATE FOR THE YEAR ENDED 31ST DECEMBER 2006 AND OFFER STATISTICS (NOTE 1)

Estimated profit attributable to equity holders
of the Company (note 2) not less than RMB111 million
(HK\$112 million)

Estimated earnings per Share

(a) weighted average (note 3) RMB0.156 (HK\$0.158)

(b) pro forma fully diluted (note 4) RMB0.097 (HK\$0.097)

	Based on an Offer Price of HK\$4.47 per Share	Based on an Offer Price of HK\$5.47 per Share
Market capitalisation	HK\$4,470 million	HK\$5,470 million
 Prospective price/earnings multiple (note 5)		
(a) weighted average	28.3 times	34.6 times
(b) pro forma fully diluted	46.1 times	56.4 times
 Pro forma adjusted net tangible asset value per Share (note 6)	 RMB1.35 (HK\$1.36)	 RMB1.63 (HK\$1.64)

Notes:

- (1) Except where otherwise indicated, the offer statistics have been prepared on the assumption that the Over-allotment Option is not exercised.
- (2) The bases and assumptions on which the estimated profit attributable to equity holders of the Company for the year ended 31st December 2006 is based on our Group's audited combined accounts for the nine months ended 30th September 2006 and its unaudited consolidated management accounts for the three months ended 31st December 2006. The estimate has been prepared on the basis of the accounting policies consistent in all material respects with those normally adopted by our Group as summarized in the Accountants' Report, the text of which is set out in Appendix I to this prospectus.
- (3) The calculation of the estimated earnings per Share on a weighted average basis is based on the estimated profit attributable to equity holders of the Company for the year ended 31st December 2006 and a weighted average number of 709,278,000 Shares in issue assuming that 709,278,000 Shares were in issue as if the Reorganisation and Capitalisation Issue had been effective on 1st January 2006.
- (4) The calculation of estimated pro forma diluted earnings per Share is calculated by dividing the estimated net profit attributable to equity holders of the Company for the year ended 31st December 2006 by the total of 1,020,000,000 Shares assuming that the Shares in issue at the date of this prospectus and the Offer Shares had been in issue on 1st January 2006 and the Pre-IPO Options granted pursuant to the Pre-IPO Share Option Scheme were exercised in full on 1st January 2006.

SUMMARY

- (5) The calculation of the prospective price/earnings multiple on a weighted average basis and on a pro forma fully diluted basis are based on the estimated earnings per Share as set out in notes (3) and (4) above.
- (6) The pro forma adjusted net tangible asset value per Share is arrived at after making the adjustments referred to in the paragraph headed “Unaudited Pro Forma Adjusted Net Tangible Assets” under the section headed “Financial Information” of this prospectus and based on a total of 1,000,000,000 Shares in issue or expected to be issued immediately following completion of the Global Offering and the Capitalisation Issue.

DIVIDEND POLICY

The Group has declared dividends of approximately RMB9.9 million, RMB15.9 million, RMB40.1 million, RMB19.1 million (unaudited) and RMB40.0 million for the years ended 31st December 2003, 2004 and 2005, for the nine months ended 30th September 2005 and for the nine months ended 30th September 2006, respectively, representing approximately 53.4%, 34.0%, 71.9%, 45.9% and 47.0% of the net profit of the Group for the respective periods, all of which have been paid during the Track Record Period. We also declared a special dividend of approximately HK\$56.0 million in November 2006, which will be paid prior to the Listing Date and the source of which will be from the cash inflow generated from our operating activities and bank borrowings.

After completion of the Global Offering, our Shareholders will be entitled to receive dividends only when declared by our Board. The payment and the amount of any dividends will be at the discretion of our Directors and will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors which our Directors deem relevant. In addition, by virtue of her large shareholding, our Controlling Shareholder will be able to influence our dividend policy. Because of such factors and because the payment of dividends is at the discretion of our Board, which reserves the right to change its plan on the payment of dividends, there can be no assurance that any particular dividend amount, or any dividend at all, will be paid in respect of the year ended 31st December 2007 or for any other period in the future.

Subject to the factors above, which may have the effect of changing our plans regarding the payment of dividends, it is our present plan to distribute dividends to our Shareholders approximately 25% of our profits attributable to equity holders of the Company in respect of the year ending 31st December 2007. Cash dividends on our Shares, if any, will be paid in Hong Kong dollars. Other distributions, if any, will be paid to our Shareholders by any means which our Directors deem legal, fair and practicable. Investors should note that historical dividend distributions are not indicative of our future dividend distribution policy.

SUMMARY

USE OF PROCEEDS

We intend to use the net proceeds of the Global Offering to implement our growth strategies. Assuming that the Over-allotment Option is not exercised, the net proceeds from the Global Offering, based on the offer price of HK\$4.97, which is the mid-point price of a price range from HK\$4.47 to HK\$5.47, after deduction of the underwriting commission and estimated expenses of approximately HK\$97.2 million, are estimated to be approximately HK\$1,347.7 million. We presently intend to use the net proceeds as follows:

- approximately HK\$612.1 million for the expansion of our chain restaurant network;
- approximately HK\$333.9 million for the expansion of our current food manufacturing and processing facilities and the construction of new factories;
- approximately HK\$111.3 million for the addition and improvement of operational systems (human resources, IT, logistics and training);
- approximately HK\$100 million for the repayment of the Group's bank borrowings;
- approximately HK\$55.6 million for sales and marketing promotions, and brand awareness activities; and
- the remaining balance will be used as general working capital of our Group.

To the extent that the net proceeds from the Global Offering are not immediately used for the above purposes, we will deposit the net proceeds into term deposits with authorised financial institutions and/or licensed banks in Hong Kong and/or China.

In the event that the Offer Price is set at the highest or lowest end of the price range, the net proceeds allocated to each of the intended use will remain the same proportionately except for the fixed amount of HK\$100 million which will be used to repay our Group's bank borrowings and the general working capital which will not be more than 10% of the total net proceeds.

In the event that the Over-allotment Option is exercised in full, and assuming an Offer Price of HK\$4.97, being the mid-point of the price range, the additional net proceeds will be approximately HK\$215.8 million, in which HK\$106.8 million will be used for the expansion of our chain restaurant network, HK\$58.3 million will be used for the expansion of our current food manufacturing and processing facilities and the construction of new factories, HK\$19.4 million for the addition and improvement of operational systems, HK\$9.7 million for sales and marketing promotion and brand awareness activities and the remaining balance for working capital purposes which will not be more than 10% of the total net proceeds.

SUMMARY

PRE-IPO SHARE OPTION SCHEME

As at the Latest Practicable Date, our Company had conditionally granted options to directors and employees of our Group to subscribe for an aggregate of 20,000,000 Shares under the Pre-IPO Share Option Scheme, representing approximately 1.96% of the enlarged total issued share capital of our Company as at the Listing Date, assuming full exercise of all the options granted under the Pre-IPO Share Option Scheme but without taking into account any Shares which may fall to be issued upon the exercise of the Over-allotment Option and the options which may be granted under the Share Option Scheme. A nominal consideration of HK\$1.00 was paid by each of the grantees for the grant of these options. All the options under the Pre-IPO Share Option Scheme were granted to the respective grantees on 8th March 2007. The subscription price of the Shares upon exercise of the options shall be 85% of the Offer Price. Outstanding and unexercised options at the end of each vesting period may be rolled over to the next vesting period. No option will be vested if the Grantee ceases to be a participant of the Pre-IPO Share Option Scheme. According to the rules of the Pre-IPO Share Option Scheme, no option granted under the Pre-IPO Share Option Scheme will be exercisable within 12 months from the Listing Date.

A summary of the grantees who have been conditionally granted options under the Pre-IPO Share Option Scheme is set out below:

Name of Grantee	Registered/ Residential address	Date of joining the Group/Date of commencement of business relationship with the Group	Number of Shares subject to the options ⁽⁴⁾	Approximate percentage of shareholding held upon exercise of all the options ⁽⁵⁾
Directors				
Poon Wai ⁽¹⁾ (Executive Director)	1st Floor No. 76 Chung Hom Kok Road, Hong Kong	25th December 1995	8,485,000	0.832%
Poon Ka Man Jason ⁽¹⁾ (Executive Director)	House 50 Casa Marina Phase 2 No. 1 Lo Ping Road Tai Po, New Territories Hong Kong	8th August 1997	2,500,000	0.245%
Yin Yibing ⁽¹⁾ (Executive Director)	中國深圳市福田區 東海花園一期七棟17A (Flat 17A, Block 7 Dong Hai Hua Yuan Fu Tian Qu Shenzhen, PRC)	1st May 1997	2,500,000	0.245%

SUMMARY

Name of Grantee	Registered/ Residential address	Date of joining the Group/Date of commencement of business relationship with the Group	Number of Shares subject to the options ⁽⁴⁾	Approximate percentage of shareholding held upon exercise of all the options ⁽⁵⁾
Senior Management				
Jing Zhi En (General Manager of Shenzhen Factory)	中國四川省三台縣 潼川鎮小學上街41號 (No. 41, Xiao Xue Shang Jie Tong Chuan Town San Tai County Sichuan, PRC)	1st March 2003	300,000	0.029%
Lau Ka Ho, Robert (Qualified Accountant)	House 55, Street 2 Section M Fairview Park Yuen Long, Hong Kong	16th May 2006	500,000	0.049%
Lee Man Lung, Vincent (General Manager of Hong Kong Ajsen Co Ltd)	Flat 18 B1, Elm Tree Towers 10 Chun Fai Road Hong Kong	1st November 2006	600,000	0.059%
Lin Jiahe (General Manager of Shanghai Lead Food)	中國上海市 膠州路1號1304室 (Room 1304 No. 1 Jiaozhou Road Shanghai, PRC)	9th December 2005	150,000	0.015%
Qi Dong (General Manager of Shanghai Factory)	中國上海市 室羅秀路1980弄37號 201室 (Room 201, No. 37, 1980 Alley Shi Luo Xiu Road Shanghai, PRC)	1st September 2006	150,000	0.015%
Wu Xiaobin (General Manager of Shandong Weiqian)	中國四川省井研縣 研城鎮和平路2號 1幢3樓6號 (Flat 6, 3/F, Block 1 No. 2 He Ping Road Yan Cheng Town Jing Yan County Sichuan, PRC)	1st October 1997	200,000	0.02%
Zhang Bo (General Manager of Nanjing Weiqian)	中國西安市碑林區 新文巷3538工廠樓 西院11號1單元6號 (No. 6, Block 1 No. 11 West Wing 3538 Factory Bldg Xin Wen Lane Bei Lin District, Xian PRC)	1st April 2001	200,000	0.02%

SUMMARY

Name of Grantee	Registered/ Residential address	Date of joining the Group/Date of commencement of business relationship with the Group	Number of Shares subject to the options ⁽⁴⁾	Approximate percentage of shareholding held upon exercise of all the options ⁽⁵⁾
Feng Hanming ⁽²⁾ (General Manager of Beijing Ajisen)	中國廣州市 荔灣區 西灣東路16號 三棟五樓504房 (Room 504 5/F, Block 3 No. 16 Xi Wan Rd E. Li Wan District Guangzhou, PRC)	1st August 1998	200,000	0.02%
Zheng Lixin (Chief Financial Officer)	12 Conlan Way Ottawa, Ontario K2J 4W4, Canada	26th January 2007	100,000	0.01%
<i>Employees of the Group Granted options entitling them to subscribe for 100,000 or more Shares</i>				
Cheng Bo (Management Staff)	中國上海市 浦東新區 靈岩南路56弄 20號401室 (Room 401, Alley 20 No. 56 Ling Yan Road S Pudong New District Shanghai, PRC)	5th March 2004	200,000	0.02%
Kang Yunhua (Management Staff)	中國江西省 泰和縣澄江鎮 工農兵大道63號 2單元702室 (Room 702, Unit 2 No. 63 Gong Nong Bing Boulevard Cheng Jiang Town Tai He County Jiangxi Province, PRC)	14th April 1998	200,000	0.02%
Qian Lihong (Operation Manager)	中國上海市 楊浦區 長陽路1969弄 7號301室 (Room 301, Alley 7 1969 Chang Yang Road Yangpu District Shanghai, PRC)	11th January 2006	150,000	0.015%

SUMMARY

Name of Grantee	Registered/ Residential address	Date of joining the Group/Date of commencement of business relationship with the Group	Number of Shares subject to the options ⁽⁴⁾	Approximate percentage of shareholding held upon exercise of all the options ⁽⁵⁾
Li Yuchen (Management Staff)	中國浙江省 台州市黃岩區 上關鄭鄉蔣東村委 (Jiang Dong Cun Wei Shang Guang Zheng Village Huang Yan District Tai Zhou City, Zhejiang PRC)	1st May 2004	150,000	0.015%
Zhao Deqing (Management Staff)	中國深圳市 羅湖區布心路3006號 (No. 3006 Bu Xin Road Lou Hu District Shenzhen, PRC)	1st August 2004	100,000	0.01%
Chen Haisong (Operation Manager)	中國海南省 瓊海市 國營東太農場16隊 (Team 16, State-owned Dong Tai Farm Qiong Hai City, Hainan PRC)	1st February 2004	150,000	0.015%
Xu Yang (General Manager, Dalian Weiqian)	中國大連市 同香街14-2-5-1號 (No. 14-2-5-1 Tong Xiang Street Dalian, PRC)	1st December 2002	100,000	0.01%
Lai Miu Yin, Connie (Management Staff)	Room 2105, 21/F. Flat D, Tung Yuk Court Shaukeiwan, Hong Kong	20th April 1989	100,000	0.01%
Ng Cheuk Man (Hong Kong Factory)	Room 414 Block B Lung Tak Court Stanley, Hong Kong	4th September 1996	200,000	0.02%
Mo Hon Ping (Hong Kong Factory)	Room 5K Yee Tak House 121-131 Shau Kei Wan East Street Hong Kong	7th August 1998	100,000	0.01%
Cheung Kin Man (Operation Manager)	Flat 4, 21/F. Kwai Ming House Kwai Fong Estate Kwai Fong New Territories Hong Kong	1st March 2001	300,000	0.029%
Tse Man Leung (Chief Chef)	Room 1207 On Yan House Tsz On Court Tsz Wan Shan Kowloon Hong Kong	6th July 1998	300,000	0.029%

SUMMARY

Name of Grantee	Registered/ Residential address	Date of joining the Group/Date of commencement of business relationship with the Group	Number of Shares subject to the options ⁽⁴⁾	Approximate percentage of shareholding held upon exercise of all the options ⁽⁵⁾
<i>Employees of the Franchisor</i>				
Akiko Shigemitsu ⁽³⁾	1-14-50 Kuwamizu Kumamoto-City 862-0954	January 1996	30,000	0.003%
Tatsuaki Nishimura	920-28 Akamizu Aso-City Kumamoto 869-2232	January 1996	30,000	0.003%
Tomoko Sawamura	Room No. 306 1-22-17 Shinsei Kumamoto-City 862-0908	January 1996	30,000	0.003%
Noriko Karasawa	Room No. 1-204 5-3-33 Shinnabe Kumamoto-City 861-8028	January 1996	30,000	0.003%
Masamitsu Nakayama	3029-24 Tsukure Kikuyou-machi Kikuchi-gun Kumamoto 869-1100	January 1996	30,000	0.003%
Yuzuru Tsuge	2-20-28 Shimasaki Kumamoto-city 860-0073	January 1996	30,000	0.003%
<i>Other grantees</i>				
90 other employees of the Group			1,885,000	0.0185%
Total:			<u>20,000,000</u>	

SUMMARY

Notes:

1. Poon Wai, Poon Ka Man, Jason and Yin Yibing, who are our executive Directors, have formed a BVI company named Center Goal Holdings Limited to hold the Options. Center Goal Holdings Limited is owned as to approximately 62.92% by Poon Wai, as to approximately 18.54% by Poon Ka Man, Jason, and as to approximately 18.54% by Yin Yibing.
2. Feng Hanming is the brother-in-law of Poon Wai, who is our executive Director.
3. Akiko Shigemitsu is the mother of Katsuaki Shigemitsu, who is our non-executive Director.
4. Save as disclosed in the above, all other Grantees are Independent Third Parties.
5. All holders of options granted under the Pre-IPO Share Option Scheme may only exercise their options in the following manner:

Maximum percentage of options exercisable

Period for vesting of the relevant percentage of the option

25% of the total number of the options to any Grantee

From the expiry of the first anniversary of the Listing Date to the date immediately before the second anniversary of the Listing Date

25% of the total number of the options to any Grantee

From the second anniversary of the Listing Date to the date immediately before the third anniversary of the Listing Date

25% of the total number of the options to any Grantee

From the third anniversary of the Listing Date to the date immediately before the fourth anniversary of the Listing Date

25% of the total number of the options to any Grantee

From the fourth anniversary of the Listing Date to the date immediately before the fifth anniversary of the Listing Date

All the options under the Pre-IPO Share Option Scheme will not be exercisable within the first 12 months after the Listing Date. Outstanding and unexercised options at the end of each vesting period may be rolled over to the next vesting period and exercisable during the option period. No option will be vested if the grantee ceases to be a participant of the Pre-IPO Share Option Scheme.

6. These percentages are calculated on the basis of 1,020,000,000 Shares in issue immediately following the completion of the Global Offering and the Capitalisation Issue (as enlarged by the exercise in full of all the options granted under the Pre-IPO Share Option Scheme) but do not take into account any Shares which may fall to be allotted and issued upon the exercise of the Over-allotment Option or any option which may be granted under the Share Option Scheme and assuming that all the options granted under the Pre-IPO Share Option Scheme are exercised in full at the same time.
7. These options have been granted to provide an incentive for the grantees to work with commitment towards enhancing the value of the Company and its Shares for the benefit of the Shareholders and to compensate the grantees for their contribution towards the growth and development of our Group. Regarding the employees of the Franchiser to whom we have granted options, they have provided valuable advice and assistance to our Group in its business and operation.
8. The pro-forma earnings per Share on a fully diluted basis is HK\$9.7 cents which is based on the estimated profit attributable to equity holders of our Company for the year ended 31st December 2006, assuming a total of 1,000,000,000 Shares are issued during the entire year and 20,000,000 Shares which resulted from the full exercise of all the options that have been conditionally granted under the Pre-IPO Share Option Scheme are issued on 1st January 2006.
9. The grantees who are Connected Persons of our Company (including our Directors, Feng Hanming and Akiko Shigemitsu) have undertaken to our Company, the Stock Exchange and the Sponsor that they will not exercise the options granted under the Pre-IPO Share Option Scheme to such extent that the Shares held by the public shareholders of our Company after issue of Shares pursuant to such exercise will fall below 25% of the issued share capital of our Company.