

# IMPORTANT

If you are in any doubt about this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.



## Tiangong International Company Limited

天工國際有限公司\*

(incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

<b>Number of Offer Shares</b>	<b>: 130,000,000 Shares comprising 100,000,000 new Shares and 30,000,000 Sale Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 13,000,000 Shares (subject to adjustment)</b>
<b>Number of International Placing Shares</b>	<b>: 117,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>: Not more than HK\$6.36 per Offer Share and expected to be not less than HK\$5.40 per Offer Share (payable in full on application plus a 1.0% brokerage, a SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% and subject to refund)</b>
<b>Nominal value</b>	<b>: US\$0.01 per Share</b>
<b>Stock code</b>	<b>: 826</b>

### Global Coordinator, Sponsor, Bookrunner and Lead Manager



**BNP PARIBAS**  
CORPORATE & INVESTMENT BANKING

The Stock Exchange and HKSCC take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong and available for public inspection" in Appendix VII to this prospectus, has been registered by the Companies Registry in Hong Kong as required by Section 342C of the Companies Ordinance. The SFC and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Company, the Selling Shareholders and the Global Coordinator (on behalf of the Underwriters) on or about Friday, 20 July 2007. The Offer Price will be not more than HK\$6.36 and is expected to be not less than HK\$5.40. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$6.36 for each Hong Kong Offer Share together with 1% brokerage, 0.004% SFC transaction levy and 0.005% Stock Exchange trading fee. The Global Coordinator (on behalf of the Underwriters) may, with the agreement of the Company and the Selling Shareholders, reduce the indicative Offer Price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of reduction of the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. **If applications for Hong Kong Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the indicative Offer Price range is so reduced, such applications cannot subsequently be withdrawn.** If, for any reason, the Offer Price is not agreed between the Company, the Selling Shareholders and the Global Coordinator (on behalf of the Underwriters) on or before Friday, 20 July 2007, the Global Offering will not become unconditional and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus including the risk factors set out in the section headed "Risk factors" in this prospectus.

Pursuant to the termination provisions contained in the Hong Kong Underwriting Agreement, the Global Coordinator, on behalf of the Hong Kong Underwriters, has the right in certain circumstances, in the sole discretion of the Global Coordinator, to terminate the obligations of the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the date when dealings in the Shares first commence on the Stock Exchange (such first dealing date is currently expected to be Thursday, 26 July 2007). Further details of the termination provisions are set out in the section headed "Underwriting — Grounds for termination" in this prospectus.

\* For identification purpose