
INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules under the SFO and the Listing Rules for the purpose of giving information to the public with regard to the Company. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this prospectus misleading.

INFORMATION ON PUBLIC OFFER

The Share Offer comprises the Placing and the Public Offer. Details of the structure of the Share Offer are set out in the section headed "Structure of the Share Offer" in this prospectus. This prospectus and the related Application Forms set out the terms and conditions of the Public Offer. The Share Offer is sponsored by Anglo Chinese. Guotai Junan, Anglo Chinese and OSK Hong Kong are the joint lead managers of the Share Offer, collectively referred to as the Joint Lead Managers. Guotai Junan is the sole bookrunner of the Share Offer, referred to as the Sole Bookrunner.

Subject to the terms of each of the Public Offer Underwriting Agreement and the Placing Underwriting Agreement, the Public Offer Shares are fully underwritten by the Public Offer Underwriters and the Placing Shares are expected to be fully underwritten by the Placing Underwriters. For particulars of the Public Offer Underwriters and the underwriting arrangements, please see the section headed "Underwriting" in this prospectus.

SELLING RESTRICTIONS

No action has been taken to permit an offering of the Public Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose 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.

The Public Offer Shares are offered to the public in Hong Kong for subscription solely on the basis of the information contained and the representations made in this prospectus and the Application Forms. No person is authorised in connection with the Share Offer to give any information, or to make any representation, not contained in this prospectus. Any information or representation not contained herein must not be relied upon as having been authorised by the Company, the Sponsor, the Joint Lead Managers and the Underwriters, any of their respective directors or any other person involved in the Share Offer.

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

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The following information is provided for guidance only. Prospective applicants for Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should inform themselves as to the relevant legal requirements of applying and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

In particular, but without limitation to the above:

PRC

This prospectus may not be circulated or distributed in the PRC and the Offer Shares may not be offered or sold directly or indirectly to any resident of the PRC, or offered or sold to any person for re-offering or re-sale directly or indirectly to any resident of the PRC except pursuant to applicable laws and regulations of the PRC.

Singapore

This prospectus has not been and will not be lodged with or registered by the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Offer Shares may not be circulated or distributed, nor may the Offer Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions, specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Offer Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest in that trust shall not be transferable for six months after that corporation or that trust has acquired the Offer Shares under Section 275 of the SFA except:
 - (i) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a

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consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions, specified in Section 275 of the SFA;

(ii) where no consideration is given for the transfer; or

(iii) where the transfer is by operation of law.

Malaysia

This prospectus has not been and will not be registered as a prospectus with the Securities Commission of Malaysia. This prospectus does not constitute and may not be used for the purpose of, a public offering or an issue, offer for subscription or purchase, invitation to subscribe for or purchase of any Offer Shares in Malaysia whether directly or indirectly to the public or any member of the public in Malaysia. Accordingly, this prospectus and any other document or material in connection with the Share Offer may not be circulated or distributed in Malaysia.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may be issued upon the exercise of the Over-allotment Option and any Shares to be issued upon the exercise of the options which may be granted under the Post-IPO Share Option Scheme).

No part of the share or loan capital of the Company is listed or dealt in on any other stock exchange and, at present, no such listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Under section 44B(1) of the Companies Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Offer Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to the Company by the Stock Exchange.

HONG KONG SHARE REGISTER AND STAMP DUTY

The Company's register of members will be maintained in Hong Kong by our Share Registrar, Computershare Hong Kong Investor Services Limited. All Shares issued and to be issued as mentioned in this prospectus will be registered on the Company's register of members to be maintained in Hong Kong.

The sale, purchase and transfer of, and dealings in, Shares registered on the Company's register of members in Hong Kong will be subject to Hong Kong stamp duty.

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Unless determined otherwise by the Company, dividends payable in HK\$ in respect of Shares will be paid to the Shareholders on the share register of the Company, by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to, the Offer Shares, you should consult your professional advisers.

None of the Company, the Directors, the Sponsor, the Joint Lead Managers, the Underwriters and any of their respective directors, agents or advisers or any other person involved in the Share Offer accepts responsibility for any tax effects on, or liabilities of, any person resulting from, the subscription for, purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to, the Offer Shares.

STABILISATION AND OVER-ALLOTMENT OPTION

In connection with the Share Offer, Guotai Junan or any person acting for it may over-allot or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on Guotai Junan or any person acting for it to do this. Such stabilisation action, if taken, may be discontinued at any time, and is required to be brought to an end after a limited period.

In connection with the Share Offer, the Company is expected to grant to the Placing Underwriters the Over-allotment Option, which will be exercisable in full or in part by Guotai Junan on behalf of the Placing Underwriters from time to time during the period commencing on the Listing Date and ending on the 30th day from the last day of lodging applications under the Public Offer. Pursuant to the Over-allotment Option, Guotai Junan may have the right to require the Company to issue at the Offer Price up to 16,912,000 additional Shares, representing 15% of the Offer Shares initially available under the Share Offer, solely for the purpose of covering over-allocation in the Placing, if any.

Further details with respect to stabilisation and the Over-allotment Option are set out in the section headed "Structure of the Share Offer — Over-allotment Option and Stabilisation" in this prospectus.

PROCEDURES FOR APPLICATION FOR THE PUBLIC OFFER SHARES

The procedures for applying for the Public Offer Shares are set out under the section headed "How to Apply for Public Offer Shares" of this prospectus and on the relevant Application Forms.

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STRUCTURE OF THE SHARE OFFER

Details of the structure of the Share Offer, including its conditions and the Over-allotment Option, are set out under the section headed “Structure of the Share Offer” of this prospectus.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and 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 the Stock Exchange or on any other date 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. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

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.

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence on or about Tuesday, 16th December, 2008. Shares will be traded in board lots of 2,000 Shares each.

The stock code for the Shares is 705.

The Company will not issue any temporary documents of title. Dealings in the Shares on the Main Board will be effected by participants of the Stock Exchange whose bid and offer quotations will be available on the Stock Exchange’s teletext page information system.

ROUNDING

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