

# **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 (Stock Exchange Listing) Rules 1989 of Hong Kong (as amended) and the GEM Listing Rules for the purposes of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

1. the information contained in this prospectus is accurate and complete in all material respects and not misleading;
2. there are no other matters the omission of which would make any statement in this prospectus misleading; and
3. 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.

## **FULLY UNDERWRITTEN**

This prospectus is published in connection with the Placing which is sponsored by DTCFL and co-sponsored by JS Cresvale. The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. For further information relating to the underwriting arrangements, please see the section headed "Underwriting" in this prospectus.

## **RESTRICTIONS ON SALE OF SHARES**

No action has been taken in any jurisdiction other than Hong Kong to permit an offering of the Placing Shares or the distribution of this prospectus to the public 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 distribution of this prospectus and the offering of the Placing Shares in certain jurisdictions may be restricted by law.

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 make any representation not contained in this prospectus. Any information or representation not contained in this prospectus must not be relied upon as having been authorised by the Company, the Sponsors, the Joint Lead Managers, the Underwriters, any of their respective directors or any other person involved in the Placing.

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## **Foreign selling restrictions**

No action has been taken to register or qualify the Placing Shares or the Placing, or otherwise to permit a public offering of the Placing Shares, in any jurisdiction outside Hong Kong.

The distribution of this prospectus in jurisdictions outside Hong Kong may be restricted by law and therefore persons into whose possession this prospectus comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

## **Cayman Islands**

No offer of Shares may be made to the public in the Cayman Islands.

Each person acquiring the Placing Shares will be required to, or be deemed by his acquisition of Placing Shares to, confirm that he is aware of the restrictions on offers of the Placing Shares described in this prospectus.

## **APPLICATION FOR LISTING ON GEM**

Application has been made to the GEM Listing Committee for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Placing and the Capitalisation Issue, Shares which may be issued pursuant to the exercise of the Over-allotment Option, and Shares which may fall to be issued upon exercise of options granted under the Share Option Scheme. Only Shares which are registered on the Hong Kong branch share register of the Company may be traded on GEM and 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 by the Company of or permission to deal in the Shares on any other stock exchange is being proposed to be sought.

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at all times after the listing, the Company must maintain the “minimum prescribed percentage” of 20 per cent. of the issued share capital of the Company in the hands of the public.

## **STAMP DUTY**

Dealings in Shares registered on the Company’s Hong Kong branch register of members will be subject to Hong Kong stamp duty.

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## **PROFESSIONAL TAX ADVICE RECOMMENDED**

If you are unsure about the taxation implications of the subscription, purchase, holding or disposal of, dealing in, or the exercise of any rights in relation to the Placing Shares, you should consult an expert.

The Company, the Directors, the Underwriters, the Sponsors, the Joint Lead Managers, their respective directors, agents and advisers and any other person involved in the Placing do not accept responsibility for any tax effects on, or liabilities of, any person resulting from the subscription for, or purchase, holding or disposal of, or dealing in or the exercise of any rights in relation to, the Placing Shares.

## **STRUCTURE OF THE PLACING**

Details of the structure of the Placing are set out in the section headed “Structure of the Placing” in this prospectus.

## **SHARES WILL BE ELIGIBLE FOR CCASS**

Subject to the granting of listing of, and permission to deal in, the Shares on GEM as well as compliance with stock admission requirements of Hongkong Clearing, the Shares will be accepted as eligible securities by Hongkong Clearing for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or on any other date that Hongkong Clearing chooses. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect their rights and interests. 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 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.