

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mitsumaru East Kit (Holdings) Limited (the “Company”), you should at once hand this prospectus to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sales or transfer was effected for transmission to the purchaser or the transferee.

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Open Offer Documents, together with the other documents specified in the paragraph headed “Documents delivered to the Registrar of Companies” in Appendix III to this prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



Mitsumaru East Kit (Holdings) Limited

三丸東傑(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2358)

PROPOSED OPEN OFFER OF 2,400,000,000 OFFER SHARES ON THE BASIS OF SIX OFFER SHARES FOR EVERY ONE EXISTING SHARE HELD ON THE RECORD DATE

Financial advisers to the Company



普頓資本有限公司
PROTON CAPITAL LIMITED



KINGSTON CORPORATE FINANCE LTD.

Underwriter to the Open Offer

越秀證券
YUEXIU SECURITIES

The Latest Time for Acceptance for the Offer Shares is 4:00 p.m. on Friday, 20 December 2013. The procedures for application and payment for the Offer Shares are set out from pages 16 to 17 in this prospectus. Shareholders should note that the Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the right to terminate the Underwriter’s obligations thereunder on the occurrence of certain events. These events are set out in the section headed “Termination of the Underwriting Agreement” from pages 9 to 10 in this prospectus.

The Open Offer is conditional, inter alia, upon fulfillment of the conditions as set out in the paragraph headed “Conditions precedent to the Open Offer” from pages 18 to 19 in this prospectus. In particular, the Open Offer is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof as set out in the section headed “Termination of the Underwriting Agreement” in this prospectus. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

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DEFINITIONS

In this prospectus, unless the context otherwise requires, capitalised terms used shall have the following meanings:

“Acquisition Agreement”	the sale and purchase agreement (as supplemented by a supplemental agreement dated 20 August 2013 for an extension of the deadline for holding of the EGM) entered into between Ace Earn Limited and SOYEA on 20 August 2013 regarding the Proposed Acquisition and the transactions contemplated thereunder
“Acquisition Consideration”	the consideration of RMB105,000,000 (equivalent to approximately HK\$133,350,000) payable by the Company to SOYEA for the Proposed Acquisition
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Application Form(s)”	the application form(s) for use by the Qualifying Shareholders to apply for the Offer Shares
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“August Proposal”	the resumption proposal submitted by the Company on 21 August 2013
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Mutual”	China Mutual Investment Limited, an investment holding company incorporated under the laws of Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Circular”	the circular of the Company dated 12 November 2013 in relation to, amongst others, the Proposed Acquisition, the Open Offer, the Increase in Authorised Share Capital, the change in board lot size, the CWA Subscription, and the respective transactions contemplated thereunder
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Mitsumaru East Kit (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the main board of the Stock Exchange (Stock code: 2358)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CWA”	China Water Affairs Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liabilities, whose issued shares are listed on the main board of the Stock Exchange (Stock code: 855)
“CWA Loan”	the loan in the principal amount of HK\$100,000,000 advanced by New Prime to the Company under a loan agreement dated 1 December 2010 entered into between the Company and New Prime
“CWA Subscription”	the subscription of the Subscription Shares by New Prime under the Subscription Agreement
“December Joint Announcement”	the announcement jointly made by the Company and CWA on 1 December 2010 regarding, among other things, the CWA Loan, the Debenture and the CWA Subscription
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting convened on Thursday, 28 November 2013 to approve, amongst others, the Proposed Acquisition, the Open Offer, the Increase in Authorised Share Capital, the CWA Subscription, and the respective transactions contemplated thereunder

DEFINITIONS

“Enlarged Group”	the Group immediately upon completion of the Proposed Acquisition
“Excluded Shareholder(s)”	Shareholder(s) whose names appear on the register of members of the Company on the Record Date and whose addresses are in places outside Hong Kong and whom the Directors are of the view that it would be necessary or expedient to exclude from the Open Offer on account either of the legal restrictions under the laws of the places of his/her/their registered address(es) or the requirements of the relevant regulatory body or stock exchange in that place
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$100,000,000 divided into 1,000,000,000 Shares to HK\$500,000,000 divided into 5,000,000,000 Shares by creation of an additional 4,000,000,000 Shares
“Independent Shareholder(s)”	Shareholder(s) who are not connected to nor interested in the Open Offer and the transactions contemplated thereunder, or were not required to abstain from voting for the relevant resolution(s) at the EGM
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons, whose independence is/are determined based on the best of the Directors’ knowledge, information and belief after making reasonable enquiries
“Last Trading Day”	13 February 2008, the last day on which the Shares were traded on the Stock Exchange immediately preceding the Trading Suspension
“Latest Practicable Date”	2 December 2013, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information herein

DEFINITIONS

“Latest Time for Acceptance”	4:00 p.m. on Friday, 20 December 2013, being the latest time for acceptance of, and payment for, the Offer Shares as described herein
“Latest Time for Termination”	4:00 p.m. on the second business day after the Latest Time for Acceptance or such other time or date as may be agreed between the Company and the Underwriter, being the latest time to terminate the Underwriting Agreement
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mitsumaru EK”	Mitsumaru East Kit (Group) Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Mr. Zhang”	Mr. Zhang Shuyang, the former executive Director and Chairman of the Company
“New Prime”	New Prime Holdings Limited, a company incorporated in the BVI with limited liability and a direct wholly-owned subsidiary of CWA
“Offer Price”	HK\$0.10 per Offer Share
“Offer Share(s)”	2,400,000,000 Shares to be allotted and issued under the Open Offer
“Open Offer”	the proposed issue of the Offer Shares at the Offer Price on the basis of six (6) Offer Shares for every (1) existing Share held on the Record Date
“Open Offer Documents”	the Prospectus and the Application Forms
“PRC”	the People’s Republic of China, and for the purpose of this Prospectus, excluding Hong Kong and the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Acquisition”	the proposed acquisition of the Target Company by the Company pursuant to the terms and conditions as stipulated under the Acquisition Agreement

DEFINITIONS

“Prospectus”	this document containing details of the Open Offer being despatched to the Qualifying Shareholder(s) and, for information purpose only, to the Excluded Shareholders
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business on the Record Date, other than the Excluded Shareholders
“Record Date”	5 December 2013, being the date for determining the entitlements to the Open Offer
“Resumption”	the resumption of trading in the Shares after the Trading Suspension following the implementation of the August Proposal
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the existing share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“SOYEA”	數源科技股份有限公司 (SOYEA Technology Co., Ltd.), a company established under the laws of the PRC, whose issued shares are listed on the Shenzhen Stock Exchange (Stock code: 000909)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 1 December 2010 entered into between the Company and New Prime setting out the terms and conditions of the CWA Subscription
“Subscription Share(s)”	1,000,000,000 new Shares to be issued to New Prime under the Subscription Agreement

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“Target Company”	數源久融技術有限公司 (Soyea Jiu Rong Technology Co., Ltd.*), a company established under the laws of the PRC with limited liability and is wholly owned by SOYEA before the completion of the Proposed Acquisition
“Trading Suspension”	the suspension of trading in the Shares since 14 February 2008 at the direction of the Stock Exchange
“Underwriter”	Yue Xiu Securities Company Limited, a corporation licensed to conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO and being the sole underwriter of the Open Offer
“Underwriting Agreement”	the underwriting agreement entered into between the Company and the Underwriter on 21 August 2013 in relation to the Open Offer
“Underwritten Share(s)”	the 2,400,000,000 Offer Shares agreed to be underwritten by the Underwriter subject to the terms and conditions of the Underwriting Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

For the purpose of this Prospectus, all amounts denominated in RMB have been translated (for information only) into HK\$ using the exchange rate of RMB1: HK\$1.27. No representation is made that any amounts in RMB or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.

If there is any inconsistency between the Chinese names of the PRC entities mentioned in this Prospectus and their English translations, the Chinese names shall prevail.

In the event of any inconsistency, the English text of this Prospectus shall prevail over the Chinese text.

* For identification purposes only

EXPECTED TIMETABLE

Set out below is the expected timetable for the Open Offer as well as the matching services for odd lots of the new Shares.

The expected timetable is for indicative purposes only and has been prepared on the assumption that the conditions of the Open Offer will be fulfilled. The expected timetable is subject to change, and any changes will be announced in a separate announcement by the Company as and when appropriate.

Event	2013
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Despatch of the Open Offer Documents to the Qualifying Shareholders and despatch of this Prospectus to the Excluded Shareholders for information only	Friday, 6 December
The Latest Time for Acceptance	4:00 p.m. on Friday, 20 December
The Latest Time for Termination	4:00 p.m. on Tuesday, 24 December
Announcement of results of the Open Offer	Friday, 27 December
Completion of the Open Offer	Friday, 27 December
Despatch of certificates for the Offer Shares (in the form of new Share certificates)	Monday, 30 December
If the Open Offer is terminated, refund cheques to be despatched on or before	Monday, 30 December
Resumption of trading in the Shares and dealings in the Offer Shares commence	Tuesday, 31 December
Matching of odd lots of new Shares commences	9:00 a.m. on Tuesday, 31 December

2014

Matching of odd lots of new Shares ends	4:00 p.m. on Tuesday, 21 January
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All references to time in this Prospectus are references to Hong Kong time.

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE OFFER SHARES AND FOR APPLICATION

The Latest Time for Acceptance will not take place if there is:

1. a tropical cyclone warning signal number 8 or above; or
2. a “black” rainstorm warning
 - (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; or
 - (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance is postponed in accordance with the foregoing, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event as soon as possible.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by: (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise make it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or

TERMINATION OF THE UNDERWRITING AGREEMENT

- (2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

In the event that the Underwriter terminates the Underwriting Agreement by notice in writing given to the Company on or before the Latest Time for Termination, all obligations of the Underwriter, and the Company under the Underwriting Agreement shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of and in connection with the Underwriting Agreement, except for any antecedent breach of any obligation under the Underwriting Agreement.



Mitsumaru East Kit (Holdings) Limited
三丸東傑(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2358)

Executive Directors:

Mr. Siu Chi Ming

Mr. Tang Chin Wan

Independent non-executive Directors:

Ms. Au Shui Ming

Mr. Martin He

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Suite 5005–5006, 50th Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

6 December 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED OPEN OFFER OF 2,400,000,000 OFFER SHARES
ON THE BASIS OF SIX OFFER SHARES FOR EVERY ONE
EXISTING SHARE HELD ON THE RECORD DATE**

INTRODUCTION

With reference to the Circular, the Company entered into the Underwriting Agreement with the Underwriter on 21 August 2013, whereby the Company proposed to raise HK\$240 million, before expenses, by way of the Open Offer of 2,400,000,000 Shares at the Offer Price of HK\$0.10 per Offer Share on the basis of six (6) Offer Shares for every (1) existing Share held on the Record Date.

All the relevant resolutions approving including, amongst others, the Open Offer, were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the EGM on Thursday, 28 November 2013.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 400,000,000 Shares in issue. The purpose of this Prospectus is to provide you with further information in relation to the Open Offer, including the procedures for application and payment for the Open Offer and certain financial information and other information in respect of the Company.

THE OPEN OFFER

Information on the Open Offer

Basis of the Open Offer	Six (6) Offer Shares for every one (1) existing Share held on the Record Date
Offer Price	HK\$0.10 per Offer Share
	The aggregate nominal value of the Offer Shares is HK\$240,000,000.
Number of Shares in issue as at the Latest Practicable Date	400,000,000 Shares
Number of Offer Shares	2,400,000,000 Shares
Enlarged issued share capital of the Company immediately upon completion of the Open Offer	2,800,000,000 Shares
Enlarged issued share capital of the Company immediately upon completion of the Open Offer and the CWA Subscription	3,800,000,000 Shares

As at the Latest Practicable Date, the Company had no outstanding warrants, options, derivatives or convertible or exchangeable securities which may confer any right to the holder thereof to subscribe for, convert or exchange into new Shares.

The Offer Shares

The total number of Offer Shares of 2,400,000,000 Shares represent:

- (a) approximately 600% of the Company's existing issued share capital as at the Latest Practicable Date; and
- (b) approximately 63.16% of the Company's issued share capital as enlarged by the Open Offer and the CWA Subscription.

LETTER FROM THE BOARD

The Offer Price

The Offer Price of HK\$0.10 per Offer Share represents:

- (a) the par value of the Shares;
- (b) a discount of approximately 89.36% to the closing price of HK\$0.94 per Share on the Last Trading Day;
- (c) a discount of approximately 89.36% to the average closing prices of the Shares for the five consecutive trading days up to and including the Last Trading Day of approximately HK\$0.94 per Share; and
- (d) a discount of approximately 54.55% to the theoretical ex-rights price of approximately HK\$0.22 per Share based on the closing price of HK\$0.94 per Share as quoted on the Stock Exchange on the Last Trading Day.

The net price to be raised upon completion of the Open Offer will be approximately HK\$0.097 per Offer Share. Trading in the Shares had been suspended for more than five years since 14 February 2008, and in light of the tight financial position and net liability position of the Group, the Company has, after arm's length negotiations with the Underwriter, agreed with the Underwriter that the Offer Price should be set at a substantial discount to the closing price of the Shares before the Trading Suspension so as to incentivise the Qualifying Shareholders to take up their entitlements under the Open Offer. Based on the foregoing, the Directors are of the view that the Offer Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of provisional allotments

The basis of the Open Offer will be six (6) Offer Shares for every (1) one existing Share held by the Qualifying Shareholders on the Record Date at the Offer Price of HK\$0.10 per Offer Share. Application for all or any part of a Qualifying Shareholder's assured entitlements should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being applied for.

Status of the Offer Shares

The Offer Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the existing issued Shares on its date of allotment. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the Offer Shares.

Certificates for the Offer Shares

Subject to the fulfillment of the conditions of the Open Offer as set out in the paragraph headed "Conditions precedent to the Open Offer" below, share certificates for all fully-paid Offer Shares shall be posted to those Qualifying Shareholders who have accepted and (where applicable) validly applied for, and paid for the Offer Shares, by ordinary post on Monday, 30 December 2013 at their own risks.

LETTER FROM THE BOARD

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders. To qualify for the Open Offer, Shareholders must be registered as members of the Company on the Record Date and not be Excluded Shareholders. In order to be registered as a member of the Company on the Record Date, all transfer of Shares must be lodged for registration with the Share Registrar at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Tuesday, 3 December 2013.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company.

Given that completion of the CWA Subscription is expected to take place simultaneously upon or immediately after the completion of the Open Offer, New Prime shall not be a Qualifying Shareholder and will not be entitled to participate in the Open Offer.

Rights of the Excluded Shareholders

The Open Offer Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Accordingly, the Open Offer Documents will not be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. Shareholders whose address on the register of members of the Company is in a place outside Hong Kong, may not be eligible to take part in the Open Offer. The Company will send this Prospectus (but not the Application Form), for information purposes only, to the Excluded Shareholders (if any), if and to the extent legally and practically permissible.

Having reviewed the register of members as at the Latest Practicable Date, the Company noted that there was no Overseas Shareholder whose address on the register of members was outside Hong Kong. Accordingly, there is no Excluded Shareholder under the Open Offer.

No person receiving a copy of this Prospectus and/or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong (including the ultimate beneficial owner(s) of the Qualifying Shareholders) wishing to make an application for the Offer Shares to satisfy himself as to the observance of the laws and regulations of all relevant jurisdiction, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

LETTER FROM THE BOARD

Closure of register of members

No transfers of Shares will be registered during the book closure period. The register of members of the Company had been closed from Wednesday, 4 December 2013 to Thursday, 5 December 2013 (both dates inclusive) for the purpose of determining the entitlements of the Qualifying Shareholders for the Open Offer.

Fractions of the Offer Shares

On the basis of the provisional allotment of six (6) Offer Shares for every (1) one existing Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Offer Shares will arise under the Open Offer. No odd lot matching services will be provided by the Company in respect of the Open Offer before the Resumption. Matching of odd lots of the new Shares will be available from 9:00 a.m. on the date of the Resumption, i.e. Tuesday, 31 December 2013 until 4:00 p.m. on Tuesday, 21 January 2014.

No excess application for the Offer Shares

Considering that the Open Offer will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company, the Company decided that no excess Offer Shares will be offered to the Qualifying Shareholders as if application for excess Offer Shares is allowed since the Company will be required to put in additional effort and costs to administer the excess application procedures. As such, the Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

No transfer of nil-paid entitlements

The Application Form is for use only by the person(s) named therein and is not transferable. There will not be any trading in nil-paid entitlements on the Stock Exchange.

Application for listing

The Company has applied to the Stock Exchange for the listing of, and permission to deal in the Offer Shares. Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Offer Shares, which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

The first day of dealings in the Offer Shares is expected to commence on Tuesday, 31 December 2013 and the board lot size of the Shares is 10,000.

LETTER FROM THE BOARD

PROCEDURES FOR APPLICATION AND PAYMENT

The Application Form is enclosed with this Prospectus which entitles the Qualifying Shareholders to apply for the number of the Offer Shares allocated to them based on their shareholdings on the Record Date. If you are a Qualifying Shareholder and you wish to apply for any number of the Offer Shares based on your assured allotment of the Offer Shares, you must complete, sign and lodge with the Share Registrar at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Friday, 20 December 2013, the Application Form in accordance with the instructions printed thereon, together with the remittance for the aggregate offer price in respect of such number of Offer Shares you have accepted. All remittance(s) must be made in Hong Kong dollars by cheques drawn on an account with, or by a bank cashier order issued by, a licensed bank in Hong Kong and made payable to “MITSUMARU EAST KIT (HOLDINGS) LTD – OPEN OFFER A/C” and crossed “Account Payee Only”.

It should be noted that unless the duly completed Application Form, together with the appropriate remittance, has been lodged with the Share Registrar at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Friday, 20 December 2013, the relevant assured allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and the relevant Offer Shares will be taken up by the Underwriter.

The Application Form contains further information regarding the procedures to be followed if Qualifying Shareholders wish to accept the whole or part of their assured allotment.

All cheques and cashier’s orders accompanying completed Application Form will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of an Application Form with a cheque and/or a cashier’s order will constitute a warranty by the applicant that the cheque and/or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any Application Form in respect of which the accompanying cheque and/or cashier’s order is dishonoured on first presentation, and, in such event, the relevant assured allotment and all rights and entitlement given pursuant to which will be deemed to have been declined and will be cancelled.

The Application Form is for use only by the person(s) named therein and is not transferable. No receipt will be issued in respect of any acceptance monies received.

If the conditions of the Underwriting Agreement are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms before the Latest Time for Termination, the monies received in respect of acceptance of the Offer Shares will be returned to the Qualifying Shareholders or, in case of joint applicants, to the first-named person without interest by means of cheques despatched by ordinary post to the respective addresses specified in the register of members of the Company at their own risk as soon as practicable thereafter.

LETTER FROM THE BOARD

Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of applying for, holding, disposing of or dealing in the Offer Shares. It is emphasised that none of the Company, the Directors or any other parties involved in the Open Offer accepts responsibility of any tax effects or liabilities of holders of the Offer Shares resulting from the application for, holding, disposal of, or dealing in the Offer Shares.

THE UNDERWRITING AGREEMENT

Date 21 August 2013

Parties The Company

The Underwriter. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are Independent Third Parties, and they do not have any relationship with SOYEA or CWA or their respective ultimate beneficial owners. As at the Latest Practicable Date, the Underwriter was not interested in any Shares.

Number of the Underwritten Shares The Underwriter has conditionally agreed pursuant to the Underwriting Agreement to underwrite an aggregate of 2,400,000,000 Offer Shares on a fully underwritten basis at the Offer Price.

Underwriting commission 2.5% of the aggregated Offer Price in respect of the Underwritten Shares for which the Underwriter has agreed to subscribe for or procure subscription under the Underwriting Agreement (i.e. HK\$6,000,000).

The Underwriter has entered into sub-underwriting arrangement with sub-underwriter(s) or appointed persons to be sub-agent(s) on its behalf for the purpose of arranging for the placing of the Underwritten Shares with selected placees with such authority and rights as the Underwriter has pursuant to its appointment under the Underwriting Agreement. All such sub-underwriting arrangements are in compliance with the Review Condition and the Company shall ensure that the Review Condition will be fulfilled when the results of the Open Offer are announced.

Pursuant to the Underwriting Agreement, the Underwriter has undertaken to the Company that the sub-underwriter(s) and/or the subscribers procured by the Underwriter for any Underwritten Shares (collectively the "Relevant Subscribers") would be independent of and not connected or acting in concert with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates.

LETTER FROM THE BOARD

The Underwriter has also undertaken in favour of the Company under the Underwriting Agreement that in the event of the Underwriter being called upon to subscribe for or procure subscribers of the Underwritten Shares: (1) the Underwriter shall not subscribe, for its own account, for such number of the Underwritten Shares which will result in the shareholding of it and parties acting in concert with it in the Company to exceed 10% of the voting rights of the Company upon completion of the Open Offer; and (2) the Underwriter shall use all reasonable endeavours to ensure that each of the Relevant Subscribers shall not, together with any party acting in concert with it, hold 10% or more of the voting rights of the Company upon completion of the Open Offer.

As at the Latest Practicable Date, save for the indication from Mr. Zhang and his related company, Z-Idea Company Limited (a controlling shareholder of the Company), that they will not take up their entitlements under the Open Offer, the Board had not received any information from other substantial shareholders of the Company of their intention to take up their entitlements under the Open Offer.

Conditions precedent to the Open Offer

The Open Offer is conditional upon the following conditions being fulfilled:

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Open Offer Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies Ordinance not later than the date on which the Open Offer Documents are despatched;
- (b) the passing no later than the posting date of the Open Offer Documents by the Independent Shareholders by way of poll at the EGM of an ordinary resolution to approve the Open Offer;
- (c) the posting of the Open Offer Documents to the Qualifying Shareholders and the posting of this Prospectus and a letter in the agreed form to the Excluded Shareholders, if any, for information purpose only, explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the posting date of the Open Offer Documents;
- (d) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listings of and permission to deal in the Offer Shares by no later than the first day of their dealings;
- (e) the Stock Exchange having granted its approval-in-principle (subject to any conditions as may be imposed by the Stock Exchange) for the Resumption;
- (f) the obligations of the Underwriter becoming unconditional and that the Underwriting Agreement is not terminated in accordance with its terms on or before the Latest Time for Termination;

LETTER FROM THE BOARD

- (g) compliance with and performance of all undertakings and obligations of the Company under the Underwriting Agreement;
- (h) all requirements and conditions imposed by the Stock Exchange or under the Listing Rules or otherwise in connection with the transactions contemplated under the Underwriting Agreement having been fulfilled or complied with by not later than the Latest Time for Termination;
- (i) the entering into of binding agreements by the Underwriter with certain sub-underwriters, which shall be Independent Third Parties, for sub-underwriting the Offer Shares, such that none of (i) the Underwriter, together with its ultimate beneficial owners and/or the parties acting in concert with it nor (ii) any of the sub-underwriters and their respective associates and/or the parties acting in concert with any of them, shall be in aggregate interested in 10% or more of the share capital of the Company as enlarged by the Open Offer; and
- (j) the Increase in Authorised Share Capital becoming effective.

All the above conditions are not waivable. If any of the conditions of the Open Offer is not satisfied in whole or in part by the Company by the Latest Time for Termination as the Company and the Underwriter may agree, the Underwriting Agreement shall terminate and the obligations of the parties shall forthwith cease and be null and void and none of the parties shall, save in respect of any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement. As at the Latest Practicable Date, conditions (b) and (j) above had been fulfilled.

Any controlling shareholders of the Company and their respective associates or, where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in the resolution in approving Open Offer in accordance with the Listing Rules. Accordingly, Z-Idea Company Limited and its associates have abstained from voting on the resolution approving the Open Offer at the EGM. In addition, since the majority of the net proceeds from the Open Offer is intended to be used for settling the Acquisition Consideration, SOYEA is deemed to have material interests in the Open Offer. Accordingly, SOYEA and its associates have also abstained from voting on the resolution approving the Open Offer at the EGM.

LETTER FROM THE BOARD

Reasons for the Open Offer and use of proceeds

The Directors consider that the Open Offer will enlarge the capital base and strengthen the financial position of the Company so as to facilitate the Enlarged Group's long term development. The Directors are of the view that it is in the interest of the Company to raise additional capital by way of the Open Offer of which all the Qualifying Shareholders are given an equal opportunity to maintain their respective shareholdings in the Company and participate in the enlargement of capital base as well as the future development of the Enlarged Group at their own wish.

The gross proceeds and net proceeds from the Open Offer are estimated to be HK\$240 million and HK\$233 million respectively. The Company intends to use the net proceeds from the Open Offer as to (i) approximately HK\$133.35 million for the Acquisition Consideration and repayment of part of a bridging loan in the principal amount of US\$12.5 million; and (ii) the remaining HK\$99.65 million as general working capital of the Group and/or repayment of borrowings (including the outstanding balance of the said bridging loan). Should the Acquisition Consideration be settled before the completion of the Open Offer by internal resources of the Group and/or bank or other borrowings, the net proceeds from the Open Offer will be used for replenishment/repayment of such internal resources of the Group and/or bank or other borrowings.

The Directors (including the independent non-executive Directors) consider that the Open Offer is fair and reasonable and in the interests of the Company and the Shareholders as a whole having taken into account the terms of the Open Offer.

FUND RAISING ACTIVITY OF THE COMPANY DURING THE PAST 12 MONTHS

The Company had not conducted other equity fund raising exercise in the 12 months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is a table showing the shareholding structure of the Company as at the Latest Practicable Date and the possible shareholding structure of the Company (i) as announced by the Company in the December Joint Announcement (immediately after the CWA Subscription only); and (ii) immediately after the Open Offer and the CWA Subscription, assuming that (a) all of the Qualifying Shareholders (save for Mr. Zhang and his related company) take up the Offer Shares in full (“**Scenario I**”); and (b) none of the Qualifying Shareholders participate in the Open Offer (“**Scenario II**”):

	As at the Latest Practicable Date		As announced by the Company in the December Joint Announcement (immediately after the CWA Subscription only) (Note 1)				Scenario I (Note 2)		Scenario II	
			% of shareholding		% of shareholding		% of shareholding		% of shareholding	
	Shares		Shares		Shares		Shares			
CWA/New Prime	-	-	1,000,000,000	71.42	1,000,000,000	26.32	1,000,000,000	26.32		
Mr. Zhang's related company (Note 3)	249,000,000	62.25	249,000,000	17.79	249,000,000	6.55	249,000,000	6.55		
Good Day International Limited ("Good Day") (Note 4)	45,000,000	11.25	-	-	-	-	-	-		
SOYEA	38,088,000	9.52	38,088,000	2.72	266,616,000	7.02	38,088,000	1.00		
The Underwriter (Note 5)	-	-	-	-	1,494,000,000	39.32	2,400,000,000	63.16		
Other public Shareholders	67,912,000	16.98	112,912,000	8.07	790,384,000	20.79	112,912,000	2.97		
Total	400,000,000	100	1,400,000,000	100	3,800,000,000	100	3,800,000,000	100		

Notes:

- (1) Pursuant to the December Joint Announcement, CWA, through New Prime, shall subscribe for 1,000,000,000 Shares under the CWA Subscription. Due to the Trading Suspension, the CWA Subscription is currently pending for approval and completion. According to the expected timetable of the Resumption, completion of the CWA Subscription is expected to take place simultaneously upon or immediately after the completion of the Open Offer.
- (2) As it is expected that completion of the CWA Subscription will take place simultaneously with completion of the Open Offer, i.e. after the Record Date, New Prime shall not be a Qualifying Shareholder and will not be entitled to participate in the Open Offer. New Prime will be interested in 1,000,000,000 Subscription Shares immediately after the completion of the Open Offer.
- (3) As at the Latest Practicable Date, Mr. Zhang had indicated to the Company that he and his related company would not accept the Open Offer.
- (4) The shareholding interest of Good Day in the Company will be diluted to below 10% immediately after the CWA Subscription and under Scenario I and Scenario II. Accordingly, Good Day will fall into the category of “Other public Shareholders” under such circumstances.
- (5) For illustration purposes only. Such scenario will not occur as the Underwriter will subscribe for or procure sub-underwriters to subscribe for the Underwritten Shares such that there will not be a new substantial shareholder of the Company and the Company will have sufficient public float under Scenario II.

LETTER FROM THE BOARD

WARNING OF THE RISKS OF DEALING IN THE NEW SHARES

The Open Offer is conditional, inter alia, upon fulfillment of the conditions set out in the paragraph headed “Conditions precedent to the Open Offer” in this Prospectus. In particular, the Open Offer is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof as set out in the section headed “Termination of the Underwriting Agreement” in this Prospectus. Accordingly, the Open Offer may or may not proceed. Shareholders should therefore exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the Shares on the Stock Exchange has been suspended since 14 February 2008. Until satisfaction of all the conditions of the Resumption set by the Stock Exchange, trading in the Shares will continue to be suspended. The release of this Prospectus and/or the Open Offer Documents does not indicate that the Shares will resume trading. Shareholders should note that the Shares may be delisted by the Stock Exchange in the event that the Company fails to satisfy all the conditions of the Resumption within the time stipulated by the Stock Exchange. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

For and on behalf of
Mitsumaru East Kit (Holdings) Limited
Siu Chi Ming
Executive Director

A. THREE-YEARS FINANCIAL INFORMATION

The consolidated financial statements of the Group (i) for the six months ended 30 June 2013 is disclosed in the 2013 interim report of the Company published on 26 September 2013, from pages 3 to 16; (ii) for the financial year ended 31 December 2012 is disclosed in the 2012 annual report of the Company published on 25 April 2013, from pages 22 to 95; (iii) for the financial year ended 31 December 2011 is disclosed in the 2011 annual report of the Company published on 26 April 2012, from pages 24 to 99; and (iv) for the financial year ended 31 December 2010 is disclosed in the 2010 annual report of the Company published on 21 April 2011, from pages 27 to 95, all of which have been published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company.

B. INDEBTEDNESS STATEMENT

As at the close of business on 31 October 2013, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Prospectus, the Enlarged Group had the following borrowings:

The Group	<i>HK\$'000</i>
Current liabilities	
Other payable (unsecured and unguaranteed)	121,044
Other loans (secured and guaranteed)	<u>121,752</u>
Total borrowings	<u><u>242,796</u></u>
The Target Company	<i>HK\$'000</i>
Current liabilities	
Other payable (unsecured and unguaranteed)	<u>–</u>
Total borrowings	<u><u>–</u></u>
The Enlarged Group	<i>HK\$'000</i>
Current liabilities	
Other payable (unsecured and unguaranteed)	121,044
Other loans (secured and guaranteed)	<u>121,752</u>
Total borrowings	<u><u>242,796</u></u>

Contingent liabilities

As at 31 October 2013, the Enlarged Group had no material contingent liabilities.

Commitments

As at 31 October 2013, the Enlarged Group had no commitments.

Disclaimer

Save as disclosed above, as at the close of business on 31 October 2013, the Enlarged Group did not have any debt securities, any other outstanding loan capital, any other borrowings or indebtedness in the nature of borrowings including bank overdrafts and any liabilities under acceptances (other than normal trade bills) or other similar indebtedness, acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantees or other material contingent liabilities.

To the best understanding and knowledge of the Directors, the Directors confirm that there had been no material changes to the indebtedness position since 31 October 2013 up to the Latest Practicable Date.

Amounts referred to in this indebtedness statement denominated in currencies other than HK\$ have been translated into HK\$ at the relevant rates of exchange prevailing at the close of business on 31 October 2013.

C. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there had been no material adverse change in the financial or trading position of the Group since 31 December 2012, the date to which the latest published audited financial statements of the Group were made up.

D. WORKING CAPITAL STATEMENT

The Directors, after due and carefully enquiry, are of the opinion that following the completion of the Acquisition Agreement, the Open Offer as well as the CWA Subscription, after taking into account the financial resources available to the Enlarged Group, including internally generated funds and the available banking facilities, the Enlarged Group has sufficient working capital for its present requirements for at least the next 12 months from the expected date of the Resumption, in the absence of unforeseeable circumstances.

E. FINANCIAL AND TRADING PROSPECTS

The electronic water meters business of the Group achieved a profit of HK\$3,559,000 for the six months ended 30 June 2013. With the replacement of traditional water meters by electronic water meters in the coming two to three years, the Directors are confident that the water meters business will have a strong growth in the near future.

Pursuant to the Circular, upon completion of the Acquisition Agreement, the Enlarged Group will also engage in the TV Business (as defined in the Circular). Given that the Target Company has been recording stable historical profits and possesses a team of experienced management and technical staff as well as a well established clientele and supplier and distribution networks and brand name, the Directors expect that the Target Company will continue to enjoy steady business growth in the future.

Moreover, it is the current intention of the Company to continue to maintain the current management team of the Target Company to carry on the TV Business. The Directors will closely evaluate the performance of the Target Company after the completion of the Proposed Acquisition and will conduct further study to formulate the detailed business plans of the Target Company. Please refer to the Circular for further details of the Proposed Acquisition and the Target Company.

A. INTRODUCTION

The accompanying unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared to illustrate the effect of the (i) share subscription by New Prime, a wholly-owned subsidiary of CWA, for 1,000,000,000 Shares of the Company (the “**CWA Subscription**”); (ii) Open Offer on the basis of six (6) Offer Shares for every (1) existing Share held on the Record Date (the “**Open Offer**”); and (iii) the proposed acquisition of the entire equity interest in Soyen Jiu Rong Technology Company Limited (“Soyen Jiu Rong”, the “**Target Company**”) (the “**Proposed Acquisition**”) have affected the net tangible assets of the Group.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Enlarged Group as at 30 June 2013 is prepared based on (i) the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2013 as extracted from the interim report 2013 of the Company for the period then ended, and (ii) the audited statement of financial position of the Target Company as at 30 June 2013, based on the accountants’ report thereon set out in Appendix IIB to the Company’s circular issued on 12 November 2013 and translated from RMB to HK\$ at the rate of RMB1.00 = HK\$1.27, as if the CWA Subscription, the Open Offer and the Proposed Acquisition had been completed on 30 June 2013.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Enlarged Group is prepared based on a number of assumptions, estimates, uncertainties and the currently available information, and is provided for illustrative purposes only. Accordingly, as a result of the nature of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Enlarged Group, it may not give a true picture of the actual net tangible assets of the Enlarged Group that would have been attained had the CWA Subscription, the Open Offer and the Proposed Acquisition actually occurred on the date indicated herein. Furthermore, the unaudited pro forma statement of adjusted consolidated net tangible assets does not purport to predict the Enlarged Group’s future net tangible assets.

The unaudited pro forma statement of adjusted consolidated net tangible assets should be read in conjunction with the financial information of the Group as set out in Appendix I to this Prospectus and other financial information included elsewhere in this Prospectus.

B. UNAUDITED PRO FORMA FINANCIAL INFORMATION

Unadjusted unaudited consolidated net liabilities of the Group as at 30 June 2013 HK\$'000 (Note 1)	Less: Intangible assets HK\$'000 (Note 2)	Unaudited consolidated net tangible liabilities of the Group as at 30 June 2013 HK\$'000 (Note 3)	Estimated net proceeds from the Open Offer HK\$'000 (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the Owners of the Company upon completion of the CWA Subscription and Proposed Acquisition HK\$'000 (Note 4)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the Owners of the Company upon completion of the CWA Subscription and Proposed Acquisition HK\$'000 (Note 4)	Net tangible assets attributable to the CWA Subscription and Proposed Acquisition HK\$'000 (Note 5)	Less: Acquisition Consideration HK\$'000 (Note 6)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the Owners of the Company upon completion of the CWA Subscription, Open Offer and the Proposed Acquisition HK\$'000 (Note 6)	
(144,122)	(4,617)	(148,739)	233,000	84,261	100,000	184,261	114,245	(133,350)	165,156
Unaudited consolidated net tangible liabilities per Share before the completion of the CWA Subscription, the Open Offer and the Proposed Acquisition (Note 7)									(0.37)
Unaudited consolidated net tangible assets per Share upon completion of the Open Offer (Note 8)									0.03
Unaudited consolidated net tangible assets per Share upon completion of the CWA Subscription and Open Offer (Note 9)									0.05
Unaudited consolidated net tangible assets per Share upon completion of the CWA Subscription, Open Offer and the Proposed Acquisition (Note 10)									0.04

Notes to the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group

1. The unadjusted unaudited consolidated net liabilities of the Group as at 30 June 2013 is extracted from the unaudited condensed consolidated financial statements of the Group for the period ended 30 June 2013 as set out in the published interim report of the Company for the six months ended 30 June 2013.
2. The adjustment represented goodwill arising from the acquisition of Wuhan Sunbow Science & Technology Co., Limited on 11 December 2011.
3. The adjustment represents the net proceeds from the Open Offer. The estimated net proceeds from the Open Offer of approximately HK\$233 million are calculated using 2,400,000,000 Offer Shares to be issued (based on 400,000,000 shares in issue on the Record Date) at a subscription price of HK\$0.10 per Offer Share, after deduction of estimated related expenses directly attributable to the Open Offer of approximately HK\$7 million.
4. On 1 December 2010, the Company and New Prime, a wholly-owned subsidiary of CWA, entered into an agreement, pursuant to which, New Prime agreed, subject to fulfillment of certain conditions including approval from the shareholders of the Company at EGM to be held, to, inter alia, subscribe 1,000,000,000 Shares of the Company to be issued at the Subscription Price of HK\$0.10 per Share for a total amount of HK\$100,000,000. The estimated related expense directly attributable to the subscription is insignificant.

The Subscription Price is to be satisfied by way of offsetting against the loan in principal amount of HK\$100,000,000 advanced by New Prime to the Company under a loan agreement dated 1 December 2010 entered into between the Company and New Prime.
5. The adjustment represents the net tangible assets attributable to the Proposed Acquisition. The financial information is extracted from the audited financial statements of Soyea Jiu Rong as at 30 June 2013 as set out in Appendix IIB to the Company's circular issued on 12 November 2013.
6. Pursuant to the Proposed Acquisition, the Group is to acquire the entire equity interest in Soyea Jiu Rong, the Target Company, at an Acquisition Consideration of RMB105,000,000 (equivalent to approximately HK\$133,350,000), payable by cash. Goodwill arising from the Proposed Acquisition amounted to HK\$19,105,000 has been excluded in the calculation of the net tangible assets.
7. The unaudited consolidated net tangible liabilities per Share before the CWA Subscription and Open Offer is based on the unaudited consolidated net tangible liabilities of the Group as at 30 June 2013 of approximately HK\$148,739,000 divided by 400,000,000 Shares in issue prior to the CWA Subscription, the Open Offer and the Proposed Acquisition.
8. The unaudited consolidated net tangible assets per Share upon completion of the Open Offer is based on the unaudited pro forma adjusted consolidated net tangible assets of the group as at 30 June 2013 of approximately HK\$84,261,000 divided by 2,800,000,000 enlarged issued share capital of the Company, which represented 400,000,000 Shares in issue prior to the Open Offer and 2,400,000,000 Offer Shares expected to be issued upon completion of the Open Offer.
9. The unaudited consolidated net tangible assets per Share upon completion of the CWA Subscription and the Open Offer is based on the unaudited pro forma adjusted consolidated net tangible assets of the Group as at 30 June 2013 of approximately HK\$184,261,000 divided by 3,800,000,000 enlarged issued share capital of the Company, which represented 400,000,000 Shares in issue prior to the Open Offer; 1,000,000,000 Subscription Shares expected to be issued upon completion of the CWA Subscription and 2,400,000,000 Offer Shares expected to be issued upon completion of the Open Offer.
10. The unaudited consolidated net tangible assets per Share upon completion of the CWA Subscription, the Open Offer and the Proposed Acquisition is based on the unaudited pro forma adjusted consolidated net tangible assets of the Group as at 30 June 2013 of approximately HK\$165,156,000 divided by 3,800,000,000 enlarged issued share capital of the Company, which represented 400,000,000 Shares in issue prior to the Open Offer, 1,000,000,000 Subscription Shares expected to be issued upon completion of the CWA Subscription and 2,400,000,000 Offer Shares expected to be issued upon completion of the Open Offer.
11. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2013.

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED
GROUP

TO THE DIRECTORS OF MITSUMARU EAST KIT (HOLDINGS) LIMITED

We have completed our assurance engagement to report on the compilation of pro forma statement of adjusted consolidated net tangible assets (the “**Unaudited Pro Forma Financial Information**”) of Mitsumaru East Kit (Holdings) Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors for illustrative purposes only, to provide information about how the transactions as stated in the Company’s prospectus, which include the CWA Subscription, the Open Offer and the Proposed Acquisition might have affected the net tangible assets of the Group presented, for inclusion in Appendix II to the prospectus of the Company dated 6 December 2013 (the “**Prospectus**”). The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Appendix II to the Prospectus under the heading of “Introduction”.

The pro forma financial information has been compiled by the directors to illustrate the impact of the transactions as stated in the Prospectus, which include the CWA Subscription, the Open Offer and the Proposed Acquisition, on the Group’s net tangible assets as at 30 June 2013 as if the transactions had taken place at 30 June 2013. As part of this process, information about the Group’s net tangible assets has been extracted by the directors from the Group’s financial statements for the period ended 30 June 2013, on which no audit or review report has been published. Information about the Target Company’s financial position has been extracted by the directors from the Target Company’s financial statements as at 30 June 2013 (on which an accountants’ report has been published).

Directors’ Responsibilities for the Pro Forma Financial Information

The directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (HKSAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1)4 of the Listing Rules.

Yours faithfully,
ZHONGHUI ANDA CPA Limited
Certified Public Accountants
SZE LIN TANG
Practising Certificate Number – P03614

Hong Kong, 6 December 2013

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose 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 the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately following the completion of the Open Offer, the Increase in Authorised Share Capital and the CWA Subscription are as follows:

As at the Latest Practicable Date

<i>Authorised</i>		<i>HK\$</i>
<u>5,000,000,000</u>	Shares as at the Latest Practicable Date	<u>500,000,000</u>

Issued and fully paid

<u>400,000,000</u>	Shares	<u>40,000,000</u>
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Upon completion of the Open Offer and the CWA Subscription

<i>Authorised</i>		<i>HK\$</i>
<u>5,000,000,000</u>	Shares	<u>500,000,000</u>

Issued and fully paid

400,000,000	Shares	40,000,000
1,000,000,000	Subscription Shares	100,000,000
<u>2,400,000,000</u>	Offer Shares	<u>240,000,000</u>
<u>3,800,000,000</u>		<u>380,000,000</u>

All the Shares in issue, the Subscription Shares and the Offer Shares to be issued rank and will rank *pari passu* in all respects with each other. The Subscription Shares and the Offer Shares to be issued will be listed on the Stock Exchange.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Subscription Shares or Offer Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there were no outstanding options, warrants, derivatives or convertible securities which may confer any right to the holder thereof to subscribe for, convert or exchange into new Shares.

There is no arrangement under which future dividends are/will be waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Interests of Directors

As at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept pursuant to Section 352 of the SFO; or (iii) were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”).

(b) Interests of substantial shareholders of the Company

As at the Latest Practicable Date, so far as was known to the Directors, the persons, other than a Director, who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of substantial shareholder	Type of interests	Number of Shares	Percentage of interests
Z-Idea Company Limited (<i>Note 1</i>)	Beneficial owner	25,000,000(L) 224,000,000(S)	6.25% 56.00%
Zhang Shuyang (<i>Note 2</i>)	Interest of controlled corporation	25,000,000(L) 224,000,000(S)	6.25% 56.00%
Kingston Finance Limited (<i>Note 3</i>)	Holder of security interest in share	224,000,000(L)	56.00%

Name of substantial shareholder	Type of interests	Number of Shares	Percentage of interests
Ample Cheer Limited (<i>Note 4</i>)	Interest of controlled corporation	224,000,000(L)	56.00%
Best Forth Limited (<i>Note 5</i>)	Interest of controlled corporation	224,000,000(L)	56.00%
Ms. Chu Yuet Wah (<i>Note 6</i>)	Interest of controlled corporation	224,000,000(L)	56.00%
Good Day International Limited (<i>Note 7</i>)	Beneficial owner	45,000,000(L)	11.25%
Ms. Wu Lixia (<i>Note 8</i>)	Interest of controlled corporation	45,000,000(L)	11.25%

The letter "L" denotes a long position and "S" denotes a short position

Notes:

1. Z-Idea Company Limited ("**Z-Idea**") is wholly owned by Mr. Zhang, a former executive Director. Included in the 249,000,000 Shares, 224,000,000 Shares (representing 56% of the issued share capital of the Company) are subject to a loan agreement and memorandum dated 30 July 2010 entered into between Z-Idea, the Company, Mr. Zhang and Kingston Finance Limited ("**Kingston**"), details of which were set out in the announcement of the Company dated 2 August 2010. Pursuant to the loan agreement, Kingston agreed to provide a loan of HK\$15,000,000 to the Company. The loan agreement imposed an obligation on the Company, among other things, to deliver the share charge over Z-Idea and the personal guarantee from Mr. Zhang as securities for the loan, and to procure Z-Idea to maintain a minimum shareholding in the Company in respect of the charged Shares. The Company intends to repay the loan with the net proceeds from the Open Offer.
2. The interest in 249,000,000 Shares is the deemed corporate interest through Z-Idea which is beneficially and wholly owned by Mr. Zhang.
3. Kingston is owned as to 100% by Ample Cheer Limited. Ample Cheer Limited is 80% owned by Best Forth Limited and Best Forth Limited is wholly owned by Ms. Chu Yuet Wah. The 224,000,000 Shares represent the securities for the loan of HK\$15,000,000 from Kingston.
4. The interest in 224,000,000 Shares is the deemed corporate interest through Kingston.
5. The interest in 224,000,000 Shares is the deemed corporate interest through Ample Cheer Limited.
6. The interest in 224,000,000 Shares is the deemed corporate interest through Best Forth Limited.
7. Good Day International Limited is owned by Ms. Wu Lixia and Mr. Zhang Xuancheng as to 95% and 5% respectively.
8. The interest in 45,000,000 Shares is the deemed corporate interest through Good Day International Limited.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, no other person (other than a Director or chief executive of the Company) had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

4. DIRECTORS' INTERESTS IN THE ENLARGED GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE ENLARGED GROUP

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Enlarged Group, or were proposed to be acquired or disposed of by or leased to any member of the Enlarged Group since 31 December 2012, the date to which the latest published audited financial statements of the Group were made up.

There was no contract or arrangement entered into by any member of the Enlarged Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Enlarged Group as a whole.

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associates had an interest in any business apart from the Enlarged Group's business, which competes or is likely to compete, either directly or indirectly, with the Enlarged Group's business that needs to be disclosed pursuant to Rule 8.10 of the Listing Rules.

6. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice which is contained in this Prospectus:

Name	Qualification
ZHONGHUI ANDA CPA Limited	Certified Public Accountants

The above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its letter and/or reference to its name or opinion in the form and context in which it appears.

As at the Latest Practicable Date, the expert above was not beneficially interested in the share capital of any member of the Enlarged Group nor did they have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Enlarged Group.

As at the Latest Practicable Date, the expert above did not, directly or indirectly, have any interest in any assets which had since 31 December 2012 (being the date to which the latest published audited financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Enlarged Group, or were proposed to be acquired or disposed of by or leased to any member of the Enlarged Group.

7. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any service contract with the Company or any other member of the Enlarged Group, excluding contracts expiring or which may be terminated by the employer within a year without payment of any compensation (other than statutory compensation).

8. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against the Enlarged Group.

9. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by the Enlarged Group within two years immediately preceding the Latest Practicable Date and are or may be material:

- (a) the second supplemental loan agreement dated 6 December 2011 entered into between the Company and New Prime for the extension of the repayment date of the CWA Loan;
- (b) the second supplemental agreement dated 6 December 2011 entered into between the Company and New Prime for the extension of the long stop date of the Subscription Agreement;
- (c) three share transfer agreements dated 15 December 2011 entered into between China Mutual (as purchaser) and three individual vendors respectively regarding the acquisition of an aggregate of 72.5% equity interest in the registered capital of 武漢盛博科技有限公司 (Wuhan Sunbow Science & Technology Co., Ltd.*) at an aggregate consideration of RMB5,002,500;
- (d) the sale and purchase agreement dated 18 May 2012 entered into between Mitsumaru EK (as vendor) and an individual (as purchaser) regarding the disposal of the entire issued share capital of Kitking Global Limited, an indirect wholly-owned subsidiary of the Company, at the consideration of HK\$1,000,000;

* For identification purposes only

- (e) the third supplemental agreement dated 28 December 2012 entered into between the Company and New Prime for the extension of the long stop date of the Subscription Agreement;
- (f) a loan agreement dated 13 August 2013 entered into between the Company as borrower and New Prime as lender in relation to a loan in the aggregate principal amount of USD5,000,000 which is repayable on 12 August 2014 with interest at the rate of 12% per annum;
- (g) the Acquisition Agreement;
- (h) the Underwriting Agreement;
- (i) a loan agreement dated 23 October 2013 entered into between the Company as borrower and New Prime as lender in relation to a loan in the aggregate principal amount of USD7,500,000 which is repayable on 22 October 2014 with interest at the rate of 12% per annum; and
- (j) the fourth supplemental agreement dated 30 October 2013 entered into between the Company and New Prime for the extension of the long stop date and the amendments to the conditions precedent of the Subscription Agreement.

10. EXPENSES

The estimated expenses in connection with the Open Offer (including but not limited to the underwriting commission, printing, registration, financial advisory, legal, professional and accounting charges) are approximately HK\$7 million and are payable by the Company.

11. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

Copies of the Open Offer Documents and the consent letter referred to in the paragraph headed "Qualification and consent of expert" in this appendix have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance.

12. BINDING EFFECT

The Open Offer Documents and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. When an acceptance or application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies Ordinance, so far as applicable.

13. PARTIES

(a) Particulars of the Directors

Name	Address
<i>Executive Directors</i>	
Mr. Tang Chin Wan	Suite 5005–5006, 50/F. Central Plaza 18 Harbour Road Wanchai Hong Kong
Mr. Siu Chi Ming	Suite 5005–5006, 50/F. Central Plaza 18 Harbour Road Wanchai Hong Kong
<i>Independent non-executive Directors</i>	
Mr. Martin He	Suite 5005–5006, 50/F. Central Plaza 18 Harbour Road Wanchai Hong Kong
Ms. Au Shui Ming	Suite 5005–5006, 50/F. Central Plaza 18 Harbour Road Wanchai Hong Kong

(b) Biographical details of the Directors and senior management of the Company

Executive Directors

Mr. Tang Chin Wan, aged 53, is an executive director of the Company. Mr. Tang obtained a Doctorate degree in Industrial and Systems Engineering (Operations Research) from Virginia Polytechnic Institute and State University in 1995. Mr. Tang has worked in the environmental engineering and information technology business sectors for more than 12 years. He is currently responsible for overall management of the Group. Mr. Tang joined the Group and was appointed as a Director on 22 September 2010.

Mr. Siu Chi Ming, aged 33, holds a Bachelor of Business Administration (Accounting) from Hong Kong Baptist University. Mr. Siu is a fellow member of the Association of Chartered Certified Accountants and an associate of Hong Kong Institute of Chartered Secretaries as well as the Institute of Chartered Secretaries and Administrators. Prior to joining the Group, Mr. Siu was a senior manager of a corporate finance division of a licensed corporation registered under the SFO and a licensed person registered under the SFO to carry on type 6 (advising on corporate finance) regulated activity. Mr. Siu has been involved in several corporate finance transactions including mergers and acquisitions, corporate reorganisation and a variety of fund raising exercises. He is currently responsible for the overall management of the Group. Mr. Siu joined the Group and was appointed as a Director on 9 February 2012.

Independent non-executive Directors

Mr. Martin He, aged 50, was appointed as an independent non-executive Director on 27 August 2008. Mr. He has obtained a Master of Finance degree at the University of Toronto as well as the Master of Management and Bachelor of International Economics degrees from the Peking University. Mr. He has extensive experience in private equity, investment banking, mining investment, corporate finance, management of listed company, as well as experience in the media industry. Mr. He is the Responsible Officer License holder for types 4 & 6 activities of the SFO. Mr. He is one of the founders and the Managing Director of Zensation Capital International Limited, a Hong Kong based business and financial consulting company which is not a listed public company. Mr. He is the committee members of the Fund Raising Committee, Hong Kong Society of Rehabilitation; founding member of Zensation Avant Charity Fund; founding member of Yau Yat Chuen Lion Club, and winner of Melvin Jones Fellow.

Ms. Au Shui Ming, aged 48, holds a bachelor degree in Commerce, majoring in Accounting, from the University of Wollongong in Australia. She is a Certified Practising Accountant of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Ms. Au has extensive experience in the finance and accounting fields. Ms. Au was an executive director of China Digital Licensing (Group) Limited (stock code: 8175), a company listed on the Growth Enterprise Market of the Stock Exchange.

An additional independent non-executive Director will be appointed as soon as possible prior to the completion of the August Proposal.

Senior management

Mr. Jan Wing Fu, Barry, aged 46, is the chief financial officer and company secretary of the Company. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. He obtained a bachelor's degree in business administration from the University of New Brunswick, Canada in 1989. Mr. Jan has over 22 years of solid experience in auditing, accounting, general management and financial control. He joined the Group on 30 December 2011 and was appointed as the company secretary of the Company on 1 February 2012.

14. PARTIES INVOLVED IN THE OPEN OFFER AND CORPORATE INFORMATION

Registered office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
Principal place of business in Hong Kong	Suite 5005–5006, 50/F. Central Plaza 18 Harbour Road Wanchai Hong Kong
Authorised representatives	Mr. Siu Chi Ming Mr. Jan Wing Fu, Barry
Company secretary	Mr. Jan Wing Fu, Barry (An associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom)
Joint financial advisers to the Company	Proton Capital Limited Suite 06–07, 28/F., Shui On Centre 6–8 Harbour Road Wanchai Hong Kong Kingston Corporate Finance Limited Suite 2801, One International Finance Centre 1 Harbour View Street, Central Hong Kong
Auditors and reporting accountants	ZHONGHUI ANDA CPA Limited 21/F., Max Share Centre 373 King's Road North Point Hong Kong
Legal advisers as to Hong Kong laws	Michael Li & Co. 19th Floor, Prosperity Tower 39 Queen's Road Central Central Hong Kong

Underwriter	Yue Xiu Securities Company Limited 24/F., Siu on Centre 188 Lockhart Road Wanchai Hong Kong
Principal banker	Hang Seng Bank Limited 83 Des Voeux Road Central Hong Kong
Branch registrar in Hong Kong	ComputerShare Hong Kong Investor Services Limited Room 1712–16, 17th Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

15. MISCELLANEOUS

- A. The translation into Chinese language of this Prospectus is for reference only. In the event of any inconsistency, the English text of this Prospectus shall prevail over the Chinese text.
- B. As at the Latest Practicable Date, there was no restriction of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (Saturdays and public holidays excepted) at the principal place of business of the Company in Hong Kong at Suite 5005–5006, 50/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on any business day from the date of this Prospectus up to and including the Latest Time for Acceptance:

- (a) the memorandum and articles of association of the Company;
- (b) the Underwriting Agreement;
- (c) the annual reports of the Company for the two financial years ended 31 December 2011 and 2012 and the interim report of the Company for the six months ended 30 June 2013;
- (d) the report on unaudited pro forma financial information of the Enlarged Group as set out in Appendix II to this Prospectus;

- (e) the written consent referred to in the paragraph headed “Qualification and consent of expert” in this appendix;
- (f) the material contracts referred to in the paragraph headed “Material contracts” in this appendix;
- (g) the Circular; and
- (h) this Prospectus.