
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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand the Prospectus Documents to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale 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 and compliance with the stock admission requirements of HKSCC, 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 may be 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 those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed "Documents registered by the Registrar of Companies" in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Hong Kong Exchanges and Clearing Limited, HKSCC and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of the Prospectus Documents, make no representation as to their 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 the Prospectus Documents.



ORIENTAL EXPLORER HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 430)

OPEN OFFER OF 900,000,000 OFFER SHARES ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

Financial Adviser to the Company

SUNWAH KINGSWAY

新華滙富

Kingsway Capital Limited

Capitalised terms used in this cover page have the same meanings as defined in this Prospectus.

The latest time for acceptance of and payment for the Offer Shares is at 4:00 p.m. on Thursday, 19 December 2013. The procedures for application and payment are set out on pages 9 and 10 of this Prospectus.

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 paragraph headed "Termination of the Underwriting Agreement" on pages 14 and 15 of this Prospectus. **If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed.**

It should be noted that the Shares have been dealt with on an ex-entitlements basis commencing from Thursday, 28 November 2013 and that dealings in the Shares may take place whilst the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other persons dealing in the Shares will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her position is recommended to consult his/her own professional advisers.

5 December 2013

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SUMMARY OF THE OPEN OFFER

Issue statistics

Basis of the Open Offer:	One (1) Offer Share for every two (2) existing Shares held on the Record Date
Offer Price:	HK\$0.10 per Offer Share
Number of Shares in issue:	1,800,000,000 Shares as at the Record Date and the Latest Practicable Date
Number of Offer Shares:	900,000,000 Offer Shares
Number of Shares in issue immediately following the completion of the Open Offer (assuming there is no change in the shareholding structure of the Company before completion of the Open Offer):	2,700,000,000 Shares

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 13 November 2013 in relation to the Open Offer
“Application Form”	the form of application for use by the Qualifying Shareholder(s) to apply for their entitlements of the Offer Shares under the Open Offer
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday or a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which banks generally are open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Oriental Explorer Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“EAF”	the form of application for use by the Qualifying Shareholder(s) to apply for Offer Shares in excess of their entitlements under the Open Offer
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Date”	12 November 2013, being the last trading day of the Shares prior to the release of the Announcement

DEFINITIONS

“Latest Acceptance Time”	4:00 p.m. on Thursday, 19 December 2013 or such other date and/or time as may be agreed between the Company and the Underwriter, being the latest time for acceptance of and payment for the Offer Shares
“Latest Practicable Date”	Monday, 2 December 2013, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information contained herein
“Latest Time for Termination”	4:00 p.m. on Friday, 20 December 2013, or such other date and/or time as may be agreed between the Company and the Underwriter, being the latest time by which the Underwriter may terminate the Underwriting Agreement
“Listing Committee”	has the meaning ascribed thereto in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MIHL”	Multifield International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange, and the holding company of the Underwriter
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) and other person(s) to whom the Board (after making relevant enquiries and (if necessary) based on legal opinions provided by legal advisers) considers it necessary or expedient not to offer the Offer Shares on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Offer Price”	the offer price of HK\$0.10 per Offer Share
“Offer Share(s)”	900,000,000 new Shares to be issued by the Company pursuant to the Open Offer proposed to be offered to the Qualifying Shareholders for subscription on the terms and subject to the conditions set out in Prospectus Documents
“Open Offer”	the proposed issue of Offer Shares by the Company on the basis of one (1) Offer Share for every two (2) existing Shares to the Qualifying Shareholders at the Offer Price, pursuant to the terms and conditions set out in Prospectus Documents
“Overseas Letter”	a letter from the Company to the Non-Qualifying Shareholder(s) explaining the circumstances in which the Non-Qualifying Shareholder(s) are not permitted to participate in the Open Offer

DEFINITIONS

“Overseas Shareholder(s)”	Shareholder(s) with registered addresses (as shown in the register of members of the Company on the Record Date) which is/are outside Hong Kong
“PRC”	the People’s Republic of China, which for the purpose of this Prospectus, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus to be issued by the Company in relation to the Open Offer
“Prospectus Documents”	collectively, this Prospectus, the Application Form and the EAF
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	Wednesday, 4 December 2013, being the date by which entitlements to the Open Offer will be determined
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Underwriting Agreement”	the underwriting agreement dated 13 November 2013 entered into between the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	all the Offer Shares which are not taken up by the Qualifying Shareholders pursuant to their assured entitlements under the Open Offer and not validly applied for by excess applications, being a maximum of 349,086,501 Offer Shares
“Underwriter”	Limitless Investment Limited, a company incorporated in the British Virgin Islands with limited liability and the controlling Shareholder and a wholly-owned subsidiary of MIHL
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

Set out below is an indicative timetable for the implementation of the Open Offer and it has been prepared on the assumption that all the conditions of the Open Offer have been fulfilled and/or waived (where appropriate).

2013
Hong Kong Time

Despatch of the Prospectus Documents (in the case of the Non-Qualifying Shareholders, this Prospectus and the Overseas Letter only) Thursday, 5 December

Latest time for acceptance of and payment for Offer Shares and application for and payment for excess Offer Shares 4:00 p.m. on Thursday, 19 December

Latest time for termination of the Underwriting Agreement by the Underwriter 4:00 p.m. on Friday, 20 December

Announcement of results of the Open Offer Tuesday, 24 December

Despatch of share certificates for Offer Shares and refund cheques Friday, 27 December

Expected first day of dealings in Offer Shares 9:00 a.m. on Monday, 30 December

Dates stated in this timetable are indicative only and may be extended or varied. The Company will notify the Shareholders by way of announcement of any change to the expected timetable as and when appropriate.

EFFECT OF BAD WEATHER ON THE LATEST ACCEPTANCE TIME

All times stated in this Prospectus refer to Hong Kong time. The Latest Acceptance Time will be postponed if there is a tropical cyclone warning signal number 8 or above, or 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 Thursday, 19 December 2013. Instead, the Latest Acceptance Time will be extended to 5:00 p.m. on the same Business Day;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 19 December 2013. Instead, the Latest Acceptance Time will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Acceptance Time does not take place on Thursday, 19 December 2013, the dates mentioned in the section headed “Expected Timetable” in this Prospectus may be affected. The Company will notify Shareholders by way of announcements of any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD



ORIENTAL EXPLORER HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 430)

Executive Directors:

Mr. Lau Chi Yung, Kenneth (*Chairman*)

Mr. Lau Michael Kei Chi

(Vice-Chairman and Managing Director)

Independent Non-executive Directors:

Mr. Lo Yick Wing

Mr. Wong Yim Sum

Mr. Lee Siu Man, Ervin

Mr. Tsui Ka Wah

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Units 22-28, 25/F.

Tower A, Southmark

11 Yip Hing Street

Wong Chuk Hang, Hong Kong

5 December 2013

To the Qualifying Shareholders and, for information only, the Non-Qualifying Shareholders

Dear Sir or Madam,

**OPEN OFFER OF 900,000,000 OFFER SHARES
ON THE BASIS OF ONE (1) OFFER SHARE FOR
EVERY TWO (2) EXISTING SHARES HELD
ON THE RECORD DATE**

INTRODUCTION

On 13 November 2013, the Board announced that the Company proposed to raise HK\$90,000,000 before expenses by issuing 900,000,000 Offer Shares at the Offer Price of HK\$0.10 per Offer Share on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date.

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to fully underwrite all the Offer Shares which are not taken up by the Qualifying Shareholders pursuant to their assured entitlements under the Open Offer and not validly applied for by excess applications, being a maximum of 349,086,501 Offer Shares. The Open Offer is only available to the Qualifying

LETTER FROM THE BOARD

Shareholders and will not be available to the Non-Qualifying Shareholders. Qualifying Shareholders may apply for excess Offer Shares not taken up in excess of their respective entitlements under the Open Offer.

The purpose of this Prospectus is to provide you with, among others, further information regarding the Open Offer, including information on dealings in and application for Offer Shares, and financial and other information of the Group.

THE OPEN OFFER

Issue statistics

Basis of the Open Offer:	One (1) Offer Share for every two (2) existing Shares held on the Record Date
Offer Price:	HK\$0.10 per Offer Share
Number of Shares in issue:	1,800,000,000 Shares as at the Record Date and the Latest Practicable Date
Number of Offer Shares:	900,000,000 Offer Shares
Number of Shares in issue immediately following the completion of the Open Offer (assuming there is no change in the shareholding structure of the Company before completion of the Open Offer):	2,700,000,000 Shares

As at the Latest Practicable Date, the Company had no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Under the Open Offer, 900,000,000 Offer Shares proposed to be issued pursuant to the terms of the Open Offer represent (i) 50% of the Company's existing issued shares of 1,800,000,000 Shares; and (ii) 33.33% of the enlarged issued share capital of the Company comprising 2,700,000,000 Shares immediately following the completion of the Open Offer.

Offer Price

The Offer Price for the Offer Shares is HK\$0.10 per Offer Share, payable in cash and in full upon application for his/her/its entitlement of the Offer Shares by a Qualifying Shareholder and, where applicable, application for excess Offer Shares under the Open Offer. The Offer Price represents:

- (a) a discount of approximately 35.5% to the closing price of HK\$0.155 per Share as quoted on the Stock Exchange on the Last Trading Date;

LETTER FROM THE BOARD

- (b) a discount of approximately 37.4% to the average of the closing prices of HK\$0.1598 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Date;
- (c) a discount of approximately 34.6% to the average of the closing prices of HK\$0.1530 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Last Trading Date;
- (d) a discount of approximately 26.8% to the theoretical ex-entitlement price of HK\$0.1367 per Share based on the closing price as quoted on the Stock Exchange on the Last Trading Date;
- (e) a discount of approximately 16.7% to the closing price of HK\$0.1200 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (f) a discount of approximately 62.8% to the audited consolidated net asset value per Share of approximately HK\$0.269 as at 31 December 2012.

The Offer Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market conditions and recent financial conditions of the Group. The Directors (including the independent non-executive Directors) consider that the terms of the Open Offer, including the determination of the Offer Price, are fair and reasonable and could enhance the attractiveness of the Open Offer, so as to encourage Shareholders to participate in the Open Offer without exerting excessive financial burden on the part of the Shareholders. The Open Offer also offers the Qualifying Shareholders to maintain their respective pro rata shareholdings in the Company as well as an opportunity to apply for additional Shares (if they so wish) by way of application for excess Offer Shares, and enable them to participate in the future growth of the Group.

In light of the above, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to raise capital through the Open Offer.

Qualifying Shareholders

The Open Offer will only be available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders. To qualify for the Open Offer, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be a Non-Qualifying Shareholder.

Having reviewed the register of members as at the Record Date, the Company noted that there was one Overseas Shareholder whose address on the register of members was in Spain. Pursuant to Rule 13.36(2) of the Listing Rules, the Directors have made enquiry regarding the legal restrictions with respect to the issue of the Offer Shares to the Overseas Shareholder.

Having made enquiry regarding the legal restrictions with respect to the issue of the Offer Shares to the Overseas Shareholder, the Directors have formed the view that it is expedient for the Offer Shares to be issued to such Overseas Shareholder in Spain.

LETTER FROM THE BOARD

Fractions of the Offer Shares

The Company will not offer fractions of Offer Shares to the Qualifying Shareholders. All fractions of Offer Shares will be aggregated and made available for excess application or underwritten by the Underwriter if the Open Offer is under-subscribed.

Status of the Offer Shares

The Offer Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid with a record date which falls on or after the date of allotment and issue of the Offer Shares. Dealings in the Offer Shares will be subject to payment of stamp duty in Hong Kong, Stock Exchange trading fees, SFC transaction levy and other applicable fees and charges in Hong Kong.

Procedure for application and payment

For each Qualifying Shareholder, an Application Form is enclosed with this Prospectus which entitles you to subscribe for the number of the Offer Shares shown therein.

If you wish to exercise your right to subscribe for all number of the Offer Shares in your assured entitlement of Offer Shares to which you are entitled, you must lodge the Application Form in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Thursday, 19 December 2013 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Expected Timetable" in this Prospectus). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**ORIENTAL EXPLORER HOLDINGS LIMITED — OPEN OFFER ACCOUNT**" 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 Company's branch share registrar in Hong Kong by no later than 4:00 p.m. on Thursday, 19 December 2013 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Expected Timetable" in this Prospectus), the Application Form and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Offer Shares will be available for application by the Qualifying Shareholders through the EAF. The Application Form contains full information regarding the procedures to be followed for acceptance of the whole or part of your assured entitlement of the Offer Shares.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or cashier's order in payment of the Offer Shares being applied for will constitute a warranty that the cheque or cashier's order will be

LETTER FROM THE BOARD

honoured upon first presentation. Any Application Form in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the relevant assured entitlement of Offer Shares and all rights thereunder will be deemed to have been declined and will be cancelled.

No action has been taken to permit the offering of the Offer Shares or the distribution of this Prospectus or the Application Form for the Offer Shares in any territory other than Hong Kong. No person receiving an Application Form for the Offer Shares in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Offer Shares, unless in the relevant territory such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements. Subject as referred to below, it is the responsibility of anyone outside Hong Kong wishing to make an application for the Offer Shares to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of the relevant territory or jurisdiction, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith. No application for Offer Shares will be accepted from any person whose address is outside Hong Kong unless the Company is satisfied (in its absolute discretion) that such acceptance would not involve a breach of any applicable laws or regulatory requirements of any need for compliance with any registration or other legal or regulatory requirements. The Company reserves the right to refuse to accept any application for the Offer Shares where it believes that in doing so would violate the applicable securities or other laws or regulations of the territory of residence of the applicant.

The Application Form is for use only by the Qualifying Shareholders and is not transferable. No receipt will be issued in respect of any application monies received. If the Underwriting Agreement is terminated before the Latest Time for Termination, the Open Offer will not proceed and the monies received in respect of acceptances of the Offer Shares without interest will be returned to the Qualifying Shareholders, by means of cheques crossed "ACCOUNT PAYEE ONLY" to be despatched by ordinary post to their registered addresses and in the case of joint applicants to the registered address of the applicant whose name first appears on the register of members of the Company at their own risk on or before Friday, 27 December 2013.

APPLICATION FOR EXCESS OFFER SHARES

The Offer Shares to which the Non-Qualifying Shareholders would otherwise have been entitled, any assured allotments of Offer Shares which have not been accepted by Qualifying Shareholders, and Offer Shares created by aggregation of fractional Offer Shares, will be available for excess application by the Qualifying Shareholders. If you as a Qualifying Shareholder wish to apply for any Offer Shares in addition to your assured entitlement indicated on the Application Form enclosed with this Prospectus, you must complete and sign the enclosed EAF in accordance with the instructions printed thereon and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Offer Shares applied for, with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Thursday, 19 December 2013 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Expected Timetable" in this Prospectus). The EAF is for use only by the person(s) named therein and is not transferable. All

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remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**ORIENTAL EXPLORER HOLDINGS LIMITED — EXCESS APPLICATION ACCOUNT**" and crossed "ACCOUNT PAYEE ONLY".

The Directors will allocate the excess Offer Shares at their discretion on a fair and equitable basis in proportion to the number of excess Offer Shares being applied for under each application. However, no preference will be given to topping-up odd lots to whole board lots. Shareholders who have been offered odd lots of the Offer Shares should note that there is no guarantee that such odd lots of the Offer Shares will be topped up to create whole board lots pursuant to applications for excess Offer Shares. In the event that the Board notes unusual patterns of excess applications and has reason to believe that any application may have been made with the intention to abuse the mechanism, the Board shall have the sole discretion to reject any such excess applications. Any Offer Shares not applied for by the Qualifying Shareholders and not taken by excess application will be taken up by the Underwriter.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies shall be retained for the benefit of the Company. Any EAF in respect of which the accompanying cheque or cashier's order is dishonored on first presentation is liable to be rejected and cancelled. In the event of overpaid application, a refund cheque will be made out to you only if the overpaid amount is HK\$100 or above.

If no excess Offer Shares are allotted to the Qualifying Shareholders, it is expected that a cheque for the full amount tendered on application for the excess Offer Shares without interest will be posted to the Qualifying Shareholder's address on the register of member of the Company by ordinary post at his/her/its/their own risk on or before Friday, 27 December 2013. If the number of excess Offer Shares allotted to the Qualifying Shareholders is less than that applied for, it is expected that a cheque for the amount of the surplus application monies, without interest, will be posted to the Qualifying Shareholder's address on the register of members of the Company by ordinary post at his/her/its/their own risk on or before Friday, 27 December 2013.

Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company under the allocation of excess Offer Shares. Shareholders with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

Excess application from Qualifying Shareholders (including registered nominee company) will be accepted by the Company even if their assured entitlement of the Offer Shares is not subscribed for in full.

If the Underwriting Agreement is terminated before the Latest Time for Termination, the Open Offer will not proceed and the monies received in respect of applications for excess Offer Shares without interest will be returned to the Qualifying Shareholders or, in the case of joint applicants, to

LETTER FROM THE BOARD

the first-named person, by means of cheques crossed “ACCOUNT PAYEE ONLY” to be despatched by ordinary post to their registered addresses and in the case of joint applicants to the registered address of the applicant whose name first appears on the register of members of the Company at their own risk on or before Friday, 27 December 2013.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Offer Shares. The Offer Shares shall have the board lot size of 2,000 Shares per board lot. None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, 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 dates 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.

All necessary arrangements will be made to enable the Offer Shares in their fully-paid form to be admitted into CCASS. The first day of dealings in the Offer Shares is expected to commence on Monday, 30 December 2013.

Share certificates for the Offer Shares and refund cheques

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted to Qualifying Shareholders who have validly accepted and applied for (where appropriate), and paid for the Offer Shares on or before Friday, 27 December 2013 by ordinary post at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares are also expected to be posted on or before Friday, 27 December 2013 by ordinary post at their own risk.

UNDERWRITING ARRANGEMENTS

As at the Latest Practicable Date, the Underwriter owned in aggregate 1,101,826,999 Shares, which amounted to approximately 61.21% of the issued share capital of the Company, and would be entitled to apply for 550,913,499 Offer Shares pursuant to the Open Offer in respect of the Shares which are owned by the Underwriter. The Underwriter is an investment holding company and its ordinary course of business does not include underwriting. Pursuant to the Underwriting Agreement, the Underwriter has irrevocably undertaken to the Company that:

- (a) it will accept and subscribe for all the Offer Shares it will be entitled under the Open Offer, being 550,913,499 Offer Shares by no later than the Latest Acceptance Time; and

LETTER FROM THE BOARD

- (b) it will not transfer or otherwise dispose of any Shares held by it from the date of the Underwriting Agreement before the Open Offer is completed or terminated, whichever is earlier.

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to fully underwrite all the Offer Shares which are not taken up by the Qualifying Shareholders pursuant to their assured entitlements under the Open Offer and not validly applied for by excess applications, being a maximum of 349,086,501 Offer Shares.

The Underwriter shall be entitled to receive a commission of 2% of the aggregate Offer Price in respect of the number of Offer Shares underwritten by the Underwriter under the Underwriting Agreement, excluding the 550,913,499 Offer Shares undertaken to be subscribed for by the Underwriter.

The Directors (including the independent non-executive Directors) are of the opinion that the terms of the Underwriting Agreement and the amount of commission given to the Underwriter are fair as compared to the market practice and commercially reasonable as agreed between the Company and the Underwriter.

As at the Latest Practicable Date, the Board had not received any information or irrevocable undertakings from any substantial Shareholders, other than the Underwriter, of their intention to take up the Offer Shares under the Open Offer.

Conditions of 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 Prospectus 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 Prospectus Documents are despatched;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and, if required by or in compliance with the Listing Rules, the posting of this Prospectus and the Overseas Letter to the Non-Qualifying Shareholder(s), 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 Prospectus Documents are despatched; and
- (c) the Listing Committee granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, all the Offer Shares by not later than the date on which the Prospectus Documents are despatched.

LETTER FROM THE BOARD

If any of the conditions of the Open Offer is not fulfilled on or before the Latest Time for Termination (or such other day as may be agreed by the Company and the Underwriter), the Open Offer may or may not become unconditional and may or may not proceed. Investors' attention is drawn to the section headed "WARNING OF THE RISK OF DEALING IN THE SHARES" below.

Termination of the Underwriting Agreement

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. The Underwriter may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination, any of the following happens:

- (a) in the reasonable opinion of the Underwriter acting in good faith, the success of the Open Offer would be materially and adversely affected by:
 - (1) the introduction of any new 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 absolute 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
 - (2) 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 hereof, of a political, financial, economic, currency, market 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 absolute 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
 - (3) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
 - (4) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, 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
 - (5) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - (6) the commencement by any third party of any litigation or claim against any member of the Group which is or might be material to the Group taken as a whole; or

LETTER FROM THE BOARD

- (b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of such provision includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (c) this Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer.

If the Underwriting Agreement is terminated by the Underwriter on or before the Latest Time for Termination or does not become unconditional, the Underwriting Agreement shall terminate (save in respect of any rights and obligations which may accrue under the Underwriting Agreement prior to such termination) and the Open Offer will not proceed and neither the Company nor the Underwriter shall have any claim against the other party for costs, damages, compensation or otherwise in connection with the Underwriting Agreement.

FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Company is an investment holding company and the principal activities of the Group are property investment and trading of securities and investment holding.

The Group has recorded downturn in financial performance since 2013. Based on the unaudited results of the Company for the six months ended 30 June 2013 as set out in the Group's interim report, the Group recorded a profit of approximately HK\$2.39 million (before taxation), as compared to a profit of approximately HK\$16.45 million (before taxation) in the corresponding period in 2012.

Property Investment

The Group's investment properties in Hong Kong mainly comprise of office, industrial and residential units. The introduction of BSD and SSD policies of the Hong Kong government has led to significant decrease in trading volume of the property market but increase in demand of rental units. Favoured from the government's recent BSD and SSD policies which increases the demand of rental units, the investment property portfolio contributed rental income from property letting of approximately HK\$2.00 million for the six months ended 30 June 2013.

LETTER FROM THE BOARD

Securities Trading and Investment

Due to fluctuations in capital and bond markets, equity investments at fair value through profit or loss held by the Group has recorded net fair value losses of approximately HK\$13.59 million when they are marked to market valuation as at 30 June 2013, while the fair value of available-for-sale investments held by the Group has decreased for approximately HK\$1.47 million when they are marked to market valuation as at 30 June 2013. As at 30 June 2013, the Group held approximately HK\$248.04 million of equity investments at fair value through profit or loss and approximately HK\$182.12 million of available-for-sale investments.

Prospect

Although there are market consensus that tapering of quantitative easing measures of the US Federal Reserve is expected to launch in the future, the exact timing is still uncertain. This may show a sign that worldwide economy is on the road of recovery, however, potential increase in interest rate will exert pressure on price of equity investments and available-for-sale investments.

China's economic growth has slowed down in 2013, with GDP growth by 7.6% in first half of 2013, down from 7.7% in 2012. Domestic consumptions and investments will be the major contributors to China's economic growth, with the Chinese government targeted a full-year GDP growth rate of 7.5% in 2013. Despite of slower economic growth than before, China remains as one of the world economies with fast growth, hence inflationary pressure on utilities and salaries expenses remain a key challenge to the Group.

Hong Kong government has strengthened the control on property market at early of 2013, leading to suppress on property trading market. Property price and trading volume in Hong Kong decrease as compared to those of 2012. It is likely that these control measures will not be withdrawn in the near term. The Group will adopt its usual prudent capital and funding management to meet the challenges ahead, while strengthen the rental business and seize further investment opportunities.

WARNING OF THE RISK OF DEALING IN THE SHARES

The Open Offer is conditional upon, inter alia, the fulfillment or waiver (if waivable) of the conditions set out under the paragraph headed "Conditions of the Open Offer" under the section headed "Underwriting arrangements" above. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms thereof (a summary of which is set out under the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Underwriting arrangements" above). Accordingly, the Open Offer may or may not proceed.

Any dealing in the Shares from the date of this Prospectus up to the date on which all the conditions of the Open Offer are fulfilled or waived bear the risk that the Open Offer may not become unconditional or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in doubt about their position, they should consult their professional advisers.

LETTER FROM THE BOARD

CHANGES IN SHAREHOLDING STRUCTURE

The shareholding structure of the Company (assuming that there is no change in the shareholding structure of the Company during the period from the Latest Practicable Date to immediately before completion of the Open Offer) before and after the Open Offer is set out as below (for illustration purposes only):

	As at the Latest Practicable Date		Immediately after completion of the Open Offer, assuming no Shareholders (other than the Underwriter) have taken up any entitled Offer Shares under the Open Offer		Immediately after completion of the Open Offer, assuming all Shareholders have taken up their entitled Offer Shares under the Open Offer	
	<i>No. of Shares</i>	<i>Approx.%</i>	<i>No. of Shares</i>	<i>Approx.%</i>	<i>No. of Shares</i>	<i>Approx.%</i>
Underwriter (also being a controlling shareholder of the Company)	1,101,826,999	61.21	2,001,826,999	74.14	1,652,740,498	61.21
Public	<u>698,173,001</u>	<u>38.79</u>	<u>698,173,001</u>	<u>25.86</u>	<u>1,047,259,502</u>	<u>38.79</u>
Total:	<u><u>1,800,000,000</u></u>	<u><u>100.00</u></u>	<u><u>2,700,000,000</u></u>	<u><u>100.00</u></u>	<u><u>2,700,000,000</u></u>	<u><u>100.00</u></u>

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Open Offer are subject to various factors, including the results of acceptance of the Open Offer. Further announcement(s) will be made by the Company in accordance with the Listing Rules following the completion of the Open Offer.

REASONS FOR THE OPEN OFFER AND THE USE OF PROCEEDS

The proposed Open Offer is intended to raise funds of approximately HK\$90,000,000 (before expenses) to strengthen the financial position of the Group, to repay the existing interest-bearing bank loans for reducing interest expenses and further improve the gearing ratio, and to seize potential investment opportunities in properties and/or the trading securities. The net proceeds from the Open Offer after deducting the underwriting commission, costs and expenses are estimated to be approximately HK\$88.5 million. The Company intends to use the net proceeds for the following purposes:

- (a) approximately HK\$50 million for voluntary early repayment of existing interest-bearing bank loans;
- (b) approximately HK\$30 million for potential investments in property and/or trading securities; and
- (c) approximately HK\$8.5 million as general working capital of the Group.

LETTER FROM THE BOARD

If the Group fails to find suitable investments, the Board may apply the proceeds for potential investments (or any part thereof) for further voluntary early repayment of existing interest-bearing bank loans, and all the net proceeds from the Open Offer, after repayment of existing interest-bearing bank loans, will be applied by the Group as general working capital.

In connection with the use of proceeds from the Open Offer for potential investment in property and/or trading securities, as at the Latest Practicable Date, there were no plans or negotiations currently in progress.

The Open Offer will enlarge the capital base of the Company, which may facilitate long-term development of the Group. The Open Offer allows (i) the Company to increase its capital base without diluting the shareholdings of Shareholders who decide to take up in full their entitled Offer Shares and (ii) Qualifying Shareholders an opportunity to apply for additional Shares (if they so wish) by way of application for excess Offer Shares.

Apart from the Open Offer, the Board has also considered rights issue which may allow the Shareholders to trade their nil-paid entitlements in the market in nil-paid form. However, the Board is of the view that such trading arrangements will increase the administrative works and delay the fund raising process. The extra administrative works include liaising with HKSCC in connection with the trading on nil-paid rights on the Stock Exchange, and Hong Kong branch share registrar regarding possible transfer of nil-paid rights. In terms of timetable, extra time, normally around 7 to 10 days, for the dealings in nil-paid rights will be given to Shareholders, which is not required in the case of open offer. In addition, in view of the historical low trading volume of the Shares and the low monetary value per board lot, the Board considers that the trading of nil paid rights will either incur a high transaction cost for trading of small board of Shares, which is not economical, or not be active enough for the trading of a large board of Shares. The Board considers raising funds by way of the Open Offer is more cost-effective and efficient as compared to a rights issue. On the basis of the aforesaid, the Directors are of the view that the Open Offer is in the interests of the Group and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

The Company did not carry out any fund raising activities within the past 12 months prior to the Latest Practicable Date.

LISTING RULES IMPLICATIONS

As the Open Offer will increase the issued share capital and the market capitalisation of the Company by not more than 50% within the 12-month period immediately preceding the Latest Practicable Date, pursuant to Rule 7.24(5) of the Listing Rules, the Open Offer is not conditional on approval by the Shareholders.

LETTER FROM THE BOARD

Under the Listing Rules, the Underwriter is a controlling Shareholder and thus is regarded as a connected person of the Company. Accordingly, the entering into the Underwriting Agreement between the Company and the Underwriter is a connected transaction under the Listing Rules. Pursuant to Rule 14A.31(3)(c) of the Listing Rules, provided that Rules 7.21(2) and 7.26A(2) of the Listing Rules have been complied with, the transaction(s) under the Underwriting Agreement will be exempted from the reporting, announcement and independent shareholders approval requirements. As the Company has made arrangements to apply for Offer Shares by Qualifying Shareholders in excess of their entitlements under the Open Offer as referred to in Rule 7.26A(1) of the Listing Rules, Rule 7.26A(2) of the Listing Rules has been complied with and the Underwriting Agreement will be exempted from the reporting, announcement and independent shareholders' approval requirements.

ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
Oriental Explorer Holdings Limited
Lau Kwok Yin, Pete
Company Secretary

FINANCIAL INFORMATION

The financial information of the Group for each of the three financial years ended 31 December 2010, 2011 and 2012 were disclosed in the annual reports of the Company for the years ended 31 December 2010 (pages 16 to 79), 2011 (pages 17 to 77) and 2012 (pages 20 to 81). The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (www.hkex.com.hk)* and the website of the Company (<http://www.irasia.com/listco/hk/orientalexplorer>)*.

UNAUDITED INTERIM RESULTS

The unaudited consolidated financial statements of the Company for the six months ended 30 June 2013 together with the relevant notes to the accounts were disclosed in the Interim Report for the six months ended 30 June 2013 (pages 1 to 10), which were published on both the websites of the Stock Exchange (www.hkex.com.hk)* and the website of the Company (<http://www.irasia.com/listco/hk/orientalexplorer>)*.

INDEBTEDNESS**Borrowings**

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 Group had the following borrowings:

	Contractual interest rate (%)	<i>HK\$'000</i>
Current liabilities		
Secured bank loans	HIBOR plus a range of 1.2 to 1.75	19,684
Secured short term loans	0.65 to 0.73	<u>153,093</u>
		<u><u>172,777</u></u>

* Information contained in the websites of the Stock Exchange and the Company does not form part of this Prospectus.

Bank loans were secured by the Group's certain investment properties situated in Hong Kong and corporate guarantees issued by the Company. Other loans with investment banks were secured by certain cash deposits and investments of the Group, and are revolving on a daily and bi-daily basis.

The scheduled principal repayment dates of the Group with reference to the loan agreements and ignore the effect of any repayment on demand clause are as follows:

	As at 31 October 2013				
	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Secured bank loans	<u>1,396</u>	<u>4,241</u>	<u>10,980</u>	<u>3,067</u>	<u>19,684</u>

Guarantees

As at the close of business on 31 October 2013, the Company had given corporate guarantees in favour of banks for banking facilities granted to its fellow subsidiaries of approximately HK\$163,562,000.

Disclaimers

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and intra-group guarantees, the Group did not have any outstanding loan capital issued or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities at the close of business on 31 October 2013, being the latest practicable date for the purpose of this indebtedness statement.

WORKING CAPITAL SUFFICIENCY

The Directors are of the opinion that, in absence of unforeseeable circumstances and after taking into account the internal financial resources, the cash flows to be generated from the operating activities and the expected net proceeds from the Open Offer, the Group has sufficient working capital for its present requirements and for the period up to twelve months from the date of this Prospectus.

MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position or prospects of the Group since 31 December 2012 (being the date to which the latest published audited financial statements of the Group were made up) up to and including the Latest Practicable Date.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

A. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) of the Group which has been prepared in accordance with paragraph 4.29 of the Listing Rules to illustrate the effects of the Open Offer on the unaudited consolidated net tangible assets of the Group as if the Open Offer had been completed on 30 June 2013.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Group as at 30 June 2013 or any future date.

	Unaudited adjusted consolidated net tangible assets of the Group as at 30 June 2013 (Unaudited) HK\$'000 (Note 1)	Add: Estimated net proceeds from the Open Offer (Unaudited) HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group after Open Offer (Unaudited) HK\$'000
	<u>484,078</u>	<u>88,500</u>	<u>572,578</u>
Unaudited adjusted consolidated net tangible assets per Share based on 1,800,000,000 Shares in issue as at the Record Date and immediately before completion of the Open Offer (Note 3)			<u>HK\$0.269</u>
Unaudited pro forma adjusted consolidated net tangible assets per Share based on the enlarged issued share capital of 2,700,000,000 Shares upon completion of the Open Offer (Note 4)			<u>HK\$0.212</u>

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Notes:

1. The unaudited adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2013 of approximately HK\$484,078,000 as shown on the unaudited consolidated statement of financial position of the Group as at 30 June 2013 as extracted from the published interim report of the Company for the six months ended 30 June 2013.
2. The estimated net proceeds from the Open Offer of approximately HK\$88,500,000 are based on the proceeds of approximately HK\$90,000,000 from the issue of 900,000,000 Offer Shares at the Offer Price of HK\$0.10 per Offer Share payable in full upon application, less estimated underwriting commission, costs and expenses of approximately HK\$1,500,000.
3. Based on 1,800,000,000 Shares in issue as at the Record Date and immediately before completion of the Open Offer.
4. Based on the enlarged issued share capital of 2,700,000,000 Shares upon completion of the Open Offer (comprising 1,800,000,000 Shares in issue and 900,000,000 Offer Shares to be issued under the Open Offer).
5. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2013.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

B. REPORT ON THE UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the text of a report received from the reporting accountants, HLB Hodgson Impey Cheng Limited, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this prospectus.



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

5 December 2013

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF ORIENTAL EXPLORER HOLDINGS LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Oriental Explorer Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma adjusted consolidated net tangible assets as at 30 June 2013 (the "Unaudited Pro Forma Financial Information") and related notes as set out in Section A of Appendix II to the prospectus issued by the Company dated 5 December 2013 (the "Prospectus"). The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Company to illustrate the impact of the open offer on the Group's financial position as at 30 June 2013 as if the open offer had taken place at 30 June 2013. As part of this process, information about the Group's financial position has been extracted by the directors of the Company from the Group's financial statements for the six months ended 30 June 2013, on which no audit or review report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the Unaudited 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 Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited 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 accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the Unaudited 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 Unaudited 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 Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus 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 Unaudited 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 of the Company in the compilation of the Unaudited 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 Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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 Unaudited 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 Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Chan Ching Pang

Practising Certificate Number: P05746

Hong Kong

(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 Company. 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 were and immediately after completion of the Open Offer will be as follows:

<i>Authorised share capital as at the Latest Practicable Date:</i>	<i>HK\$</i>
<u>20,000,000,000</u> Shares	<u>200,000,000.00</u>
<i>Issued, to be issued and fully paid or credited as fully paid up:</i>	
1,800,000,000 Shares as at the Latest Practicable Date	18,000,000.00
900,000,000 Offer Shares to be issued immediately after completion of the Open Offer	9,000,000.00
<u>2,700,000,000</u> Shares following the completion of the Open Offer	<u>27,000,000.00</u>

As at the Latest Practicable Date, the Company has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

All existing Shares rank equally in all respects, including in particular as to dividend, voting rights and return on capital.

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

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

There has been no alteration to the authorised and issued share capital of the Company since the end of the last financial year of the Company, being 31 December 2012, up to the Latest Practicable Date.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, no share or loan capital of the Company or any of its subsidiaries had been put under option or agreed conditionally or unconditionally to be put under option.

(3) DISCLOSURE OF INTERESTS**(a) Directors' and chief executive's interests or short positions in the shares, underlying shares and debentures of the Company and associated corporations**

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company and each of their respective associates, in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

Long position in the Shares

Name	Capacity	Nature of Interest	Number of Shares/underlying Shares	Approximate % of shareholdings
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	Corporate interest	1,101,826,999*	61.21

Long position in shares of associated corporations of the Company — MIHL

Name	Capacity	Nature of Interest	Number of Shares/underlying Shares	Approximate % of shareholdings
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	Corporate interest	2,797,055,712*	66.91

* *The above shares are ultimately controlled by Power Resources Holdings Limited which acts as the trustee under the Power Resources Discretionary Trust, a family discretionary trust, the discretionary objects of which include Mr. Lau Chi Yung, Kenneth and his family.*

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) are required to be notified to the Company and the Stock Exchange pursuant to Divisions

7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO); or (b) are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) are required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Short position in the shares, underlying shares and debentures of the Company and associated corporations

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company was interested in any short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations.

(b) Substantial Shareholders

Save as disclosed below, so far as is known to the Directors or chief executive of the Company, as at the Latest Practicable Date, the following persons, other than a Director or chief executive of the Company, had or were deemed to have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were 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 member of the Group, or held any option in respect of such capital:

Long position in the Shares

Name	Number of Shares	Nature of Interest	% of shareholding
Limitless Investment Limited	1,101,826,999*	Directly beneficially owned	61.21
Multifield International Holdings (B.V.I.) Limited	1,101,826,999*	Interest of controlled corporation	61.21
Multifield International Holdings Limited	1,101,826,999*	Interest of controlled corporation	61.21
Lucky Speculator Limited	1,101,826,999*	Interest of controlled corporation	61.21
Desert Prince Limited	1,101,826,999*	Interest of controlled corporation	61.21
Power Resources Holdings Limited	1,101,826,999*	Interest of controlled corporation	61.21

* *Power Resources Holdings Limited was deemed to have a beneficial interest in 1,101,826,999 ordinary shares of the Company by virtue of its indirect interests in Lucky Speculator Limited, Desert Prince Limited, Multifield International Holdings Limited, Multifield International Holdings (B.V.I.) Limited and Limitless Investment Limited.*

Short position in the shares, underlying shares and debentures of the Company and associated corporations

Save as disclosed above, the Directors and chief executive of the Company are not aware of any other persons (other than a director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and 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, who is, directly or indirectly, interested in ten per cent 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) LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation, arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

(5) MATERIAL CONTRACT

The Underwriting Agreement is the only contract (not being contracts in the ordinary course of business carried on by the Group) entered into by members of the Group within the two years immediately preceding the date of the Prospectus and up to the Latest Practicable Date which are or may be material.

(6) QUALIFICATION AND CONSENT OF EXPERT

- (a) The following is the qualification of the expert who had given opinion or advice contained in this Prospectus:

Name	Qualification
HLB Hodgson Impey Cheng Limited	Certified Public Accountants

- (b) As at the Latest Practicable Date, HLB Hodgson Impey Cheng Limited has no shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of any member in the Group.
- (c) HLB Hodgson Impey Cheng Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its letter and/or references to its name in the form and context in which they appear respectively.
- (d) As at the Latest Practicable Date, HLB Hodgson Impey Cheng Limited has no interest, direct or indirect, in any asset which have been, since 31 December 2012, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to any member of the Group, or proposed to be acquired or disposed of by or leased to any member of the Group.

(7) SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contracts with the Company or any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

(8) INTERESTS IN CONTRACTS AND ASSETS

- (a) Save as disclosed herein, there was no transaction which needs to be disclosed as connected transaction in accordance with the requirements of the Listing Rules;
- (b) Except for the Underwriting Agreement, no contract of significance in relation to the Group's business subsisted as at the Latest Practicable Date to which the Company or any of its subsidiaries is a party and in which a Director had a material interest, whether directly or indirectly; and
- (c) None of the Directors has or had any direct or indirect interest in any asset which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2012, being the date to which the latest published audited accounts of the Group were made up.

(9) COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors, controlling Shareholders (as defined in the Listing Rules) or substantial shareholders or any of their respective associates had an interest in a business which competes or may compete with the business of the Group or had any other conflict of interest which any such person has or may have with the Group.

(10) PARTICULARS OF DIRECTORS

Name	Correspondence Address
Executive Directors	
Mr. Lau Chi Yung, Kenneth	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
Mr. Lau Michael Kei Chi	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong

Independent Non-executive Directors

Mr. Lo Yick Wing	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
Mr. Wong Yim Sum	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
Mr. Lee Siu Man, Ervin	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
Mr. Tsui Ka Wah	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong

The brief biographies of the Directors are set out below.

Executive Directors

Mr. Lau Chi Yung, Kenneth, aged 53, is the Chairman and a Director. He is also the Chairman and a Director of MIHL.

Mr. Lau Michael Kei Chi, aged 59, is the Vice-Chairman and Managing Director. He is also the Vice-Chairman and Managing Director of MIHL and is the elder brother of Mr. Lau Chi Yung, Kenneth.

Independent Non-executive Directors

Mr. Lo Yick Wing, aged 60, is a Registered Architect and Authorized Person in Hong Kong. He has attained Class I Registered Architect Qualification (中華人民共和國一級註冊建築師資格) in the PRC. He is a member of the Hong Kong Institute of Architects and the Australian Institute of Architects and The Association of Architectural Practices Ltd. Mr. Lo is the founder and currently the Managing Director of Lo & Partners Architects & Development Consultants Ltd. which provide comprehensive professional services including architecture, planning, interior design, landscaping design and real estate development consultancy. He is also an Independent Non-executive Director of MIHL.

Mr. Wong Yim Sum, aged 47, is currently the Director of Conpak CPA Limited, a firm of Certified Public Accountants in Hong Kong. Mr. Wong has extensive experience in the finance and auditing fields and is currently practicing as a Certified Public Accountant. He is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and the Association of Chartered Certified Accountants (ACCA). He is also an Independent Non-executive Director of MIHL.

Mr. Lee Siu Man, Ervin, aged 56, is a Registered Architect and Authorized Person in Hong Kong. He is a member of the Hong Kong Institute of Architects, and the founder and currently the Managing Director of Fotton-ELA Architects Ltd. and Ervin & Lloyds Engineering Ltd. which provide comprehensive services including architecture, civil, structural and geotechnical engineering, town planning, and estate surveying and construction in the building and development field. He is also an Independent Non-executive Director of MIHL.

Mr. Tsui Ka Wah, aged 60, has 28 years of banking experience with United States and local banks, and has held various management positions in corporate, retail and private banking. Until 2009, he was the President of Great China Region for a U.S. bank, overseeing operations in Taiwan, the PRC and Hong Kong. Since August 2013, he has held the position of Chief Executive Officer of SME Credit Company Limited. Mr. Tsui holds a Bachelor Degree and a Master Degree of Business Administration from the Chinese University of Hong Kong. He is also an Independent Non-executive Director of MIHL, Southeast Asia Properties & Finance Limited (Stock Code: 252) and Grand Ming Group Holdings Limited (Stock Code: 1271) respectively, whose shares are listed on the main board of the Stock Exchange.

(11) PARTIES INVOLVED IN THE OPEN OFFER AND CORPORATE INFORMATION

Head office and principal place of business	Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
Registered office	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Underwriter	Limitless Investment Limited P. O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands
Financial adviser	Kingsway Capital Limited 7th Floor Tower One, Lippo Centre 89 Queensway Hong Kong

Legal advisers	<i>As to Hong Kong Law</i> Peter C. Wong, Chow & Chow Suites 1604-6, 16th Floor ICBC Tower 3 Garden Road, Central Hong Kong <i>As to Bermuda Law</i> Conyers Dill & Pearman 2901 One Exchange Square 8 Connaught Place Central Hong Kong
Auditors and reporting accountants	HLB Hodgson Impey Cheng Limited Certified Public Accountants 31st Floor, Gloucester Tower The Landmark 11 Pedder Street, Central Hong Kong
Principal bankers	Bank of China (Hong Kong) Limited Bank of China Tower 1 Garden Road Hong Kong Bank J. Safra Sarasin Ltd, Hong Kong Branch 40/F., Edinburgh Tower The Landmark 15 Queen's Road Central Hong Kong Bank of China No. 1 Fuxingmen Nei Dajie Beijing, China
Principal share registrar and transfer office	MUFG Fund Services (Bermuda) Limited 26 Burnaby Street Hamilton HM 11 Bermuda
Hong Kong branch share registrar and transfer office	Tricor Tengis Limited 26th Floor, Tesbury Centre 28 Queen's Road East Wanchai, Hong Kong

Authorised representatives	Mr. Lau Chi Yung, Kenneth Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
	Mr. Lau Kwok Yin, Pete Units 22-28, 25/F. Tower A, Southmark 11 Yip Hing Street Wong Chuk Hang, Hong Kong
Company secretary	Mr. Lau Kwok Yin, Pete

(12) LEGAL EFFECT

The Prospectus 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. Where an application is made in pursuance of this Prospectus, this Prospectus 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) EXPENSES

The expenses in connection with the Open Offer, including the financial advisory fee, underwriting commission, printing, registration, translation, legal and accounting charges are estimated to be approximately HK\$1.5 million and will be payable by the Company.

(14) DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus 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.

(15) MISCELLANEOUS

- (a) The company secretary of the Company is Mr. Lau Kwok Yin, Pete, who is a member of the Hong Kong Institute of Certified Public Accountants.
- (b) The English text of this Prospectus and the accompanying Application Form and EAF shall prevail over their respective Chinese text in case of inconsistency.

(16) DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection (i) during normal business hours at the Company's head office and principal place of business in Hong Kong at Units 22-28, 25/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on any weekday other than public holidays; (ii) on the Company's website at <http://www.irasia.com/listco/hk/orientalexplorer>; and (iii) the website of the Stock Exchange, from the date of this Prospectus up to the Latest Acceptance Time:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the annual reports of the Company for each of the three years ended 31 December 2010, 2011 and 2012;
- (c) the interim report for the six months ended 30 June 2013;
- (d) the report prepared by HLB Hodgson Impey Cheng Limited setting out their opinion on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;
- (e) the written consent referred to under the section headed "QUALIFICATION AND CONSENT OF EXPERT" in this Appendix;
- (f) the material contract referred to under the section headed "MATERIAL CONTRACT" in this Appendix; and
- (g) the Prospectus Documents.