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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 6th November, 2007 (the "Prospectus") issued by Rainbow Brothers Holdings Limited (the "Company") for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered. The information contained herein does not constitute an offer of securities for sale in the United States. Securities of the Company may not be offered or sold in the United States unless they are registered under applicable law or are exempt from registration under the United States Securities Act. No public offering of Shares will be made in the United States. Copies of this announcement are not and should not be distributed or sent into the United States. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

The Company has granted the Offer Size Adjustment Option, exercisable by the Co-Lead Managers on behalf of the Underwriters at any time before 5:00 p.m. on the business day immediately before the date of allotment results announcement of the results of applications and the basis of allotment of the Public Offer Shares, to require the Company to allot and issue up to an aggregate of 7,500,000 additional Shares, on the same terms as those applicable to the Share Offer. The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Future (Price Stabilising) Rules of the SFO. Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Offer Size Adjustment Option is exercised, the Co-Lead Managers in their absolute discretion may decide to whom and proportions in which the additional Shares will be allotted. The Company will disclose in the announcement of the results of the application and the basis of allotment of the Public Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised.

Prospective investors of the Offer Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting and Placing Agreement by notice in writing to the Company given by the Co-Lead Managers (for themselves and on behalf of the Sponsor and the Underwriters), upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, but without limitation, acts of God, war, riot, public disorder, civil commotion, fire, flood, accident, interruption, explosion, epidemic, terrorism, strike or lockout.

## Rainbow Brothers Holdings Limited 十友控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

### LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED SHARE OFFER BY WAY OF PUBLIC OFFER AND PLACING

Number of Shares under the Share Offer	: 50,000,000 Offer Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	: 5,000,000 Offer Shares (subject to reallocation)
Number of Placing Shares	: 45,000,000 Offer Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$1.50 per Offer Share and currently expected to be not less than HK\$1.12 per Offer Share (payable in full upon application and subject to refund, plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%)
Nominal value	: HK\$0.1 each
Stock code	: 33

#### Sponsor



**ASIAN CAPITAL**  
(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司

#### Co-Lead Managers and Co-Bookrunners



**ASIAN CAPITAL**  
(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司



輝立證券(香港)有限公司  
**Phillip Securities (HK) Limited**



新鴻基金融集團  
**SUN HUNG KAI FINANCIAL**

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus and the Application Forms, including any Shares to be issued pursuant to the Share Offer, and the exercise of any Shares which may be issued upon the exercise of the Offer Size Adjustment Option and of the options which may be granted under the Share Option Scheme, on the Main Board. Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Monday, 19th November, 2007. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Share Offer comprises the Placing and the Public Offer. A total of 50,000,000 Offer Shares (subject to the Offer Size Adjustment Option) will be initially made available under the Share Offer, of which 45,000,000 Placing Shares (subject to reallocation and Offer Size Adjustment Option), representing 90% of the Offer Shares initially available under the Share Offer, will conditionally be placed with selected professional, institutional and other investors under the Placing. The remaining 5,000,000 Offer Shares (subject to reallocation), representing 10% of the Offer Shares initially available under the Share Offer, will be offered to the public in Hong Kong for subscription under the Public Offer. Shares initially being offered under both the Placing and the Public Offer are subject to reallocation as stated in the paragraph headed “Reallocation of the Offer Shares between the Public Offer and the Placing” under the section headed “Structure and Conditions of the Share Offer” in the Prospectus. If the Public Offer Shares are not fully subscribed for, the Co-Lead Managers (for themselves and on behalf of the Underwriters) have the authority (but not an obligation) to re-allocate all or any of the unsubscribed Public Offer Shares originally included in the Public Offer to the Placing in such proportions as they deem appropriate.

The Company has granted the Offer Size Adjustment Option, exercisable by the Co-Lead Managers on behalf of the Underwriters at any time before 5:00 p.m. on the business day immediately before the date of allotment results announcement of the results of applications and the basis of allotment of the Public Offer Shares, to require the Company to allot and issue up to an aggregate of 7,500,000 additional Shares, on the same terms as those applicable to the Share Offer. The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Future (Price Stabilising) Rules of the SFO. Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Offer Size Adjustment Option is exercised, the Co-Lead Managers in their absolute discretion may decide to whom and proportions in which the additional Shares will be allotted. The Company will disclose in the announcement of the results of the application and the basis of allotment of the Public Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised. In the Event the Offer Size Adjustment Option has not been exercised by the Co-Lead Managers, the Company will confirm in such announcement that the Offer Size Adjustment Option has lapsed and cannot be exercised at any future date.

Multiple or suspected multiple applications on **WHITE** and/or **YELLOW** Application Forms, applications made by an applicant for more than 100% of the Public Offer Shares (the details of which are set out in the Prospectus and the terms and conditions of the related Application Forms) and, applications where cheques or banker's cashier orders are dishonoured upon their first presentation will be rejected. Only one application on a **WHITE** or **YELLOW** Application Forms may be made for the benefit of any person. Applicants for the Public Offer Shares under the Public Offer are required to undertake and confirm that they or the relevant beneficial owner(s) will not and have not indicated an interest for, applied for, received or taken up (including conditionally and/or provisionally) any Shares under the Placing. Any multiple or suspected multiple applications and any application made for more than 100% of the Public Offer Shares will be rejected. The maximum number of Public Offer Shares that may be applied for under each application are 5,000,000 Shares. Allocation of the Public Offer Shares to investors under the Public Offer will be based solely on the level of valid applications received under the Public Offer. When there is over-subscription under the Public Offer, allocation of the Public Offer Shares may involve balloting, which would mean that some applicants may be allotted more Public Offer Shares than others who have applied for the same number of the Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Public Offer Shares.

**The Share Offer is conditional on the conditions as stated in the paragraph headed “Conditions of the Share Offer” under the section headed “Structure and Conditions of the Share Offer” of the Prospectus. If any of the conditions are not fulfilled or waived prior to the times and dates specified in the Prospectus, the Share Offer will thereby lapse and all application monies, together with the brokerage, the SFC transaction levy and the Stock Exchange trading fee received from applicants under the Share Offer, will be returned to the applicants, without interest, on the terms set out in the paragraph headed “Despatch/collection/posting of share certificate(s)/refund cheque(s) and deposit of share certificate(s) into CCASS” under the section headed “How to apply for Hong Kong Public Offer Shares” in the Prospectus. Refund of application monies will also be made, in accordance with such terms and conditions, in respect of wholly or partially unsuccessful applications or if the Offer Price as finally determined is less than HK\$1.50 per Offer Share.**

If the Share Offer does not become unconditional, all application monies together with related brokerage, SFC transaction levy and Stock Exchange trading fee received from applicants under the Public Offer will be refunded without interest and on the terms set out in the sub-section headed “Despatch/collection/posting of share certificates/refund cheques and deposit of share certificates into CCASS” under the section headed “How to apply for Hong Kong Public Offer Shares” in the Prospectus. Refund of monies will also be made, in accordance with such terms and conditions, in respect of wholly or partially unsuccessful applications or if the final Offer Price is determined at less than HK\$1.50 per Offer Share.

Applicants for the Public Offer should pay, on application, the maximum indicative Offer Price of HK\$1.50 per Offer Share, subject to refund, plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.004% SFC transaction levy.

The Offer Price is expected to be fixed by agreement between the Co-Lead Managers (for themselves and on behalf of the Underwriters) and the Company on or before 5:00 p.m. on Monday, 12th November, 2007 and in any event no later than 12:00 noon on Tuesday, 13th November, 2007. Applicants for the Public Offer Shares must pay, on application, the maximum Offer Price of HK\$1.50 per Offer Share plus 1% brokerage, 0.004% SFC transaction levy and 0.005% Stock Exchange trading fee, subject to refund of any surplus application monies to successful applicants, without interest. If the Offer Price as finally determined is lower than HK\$1.50 per Offer Share, the Co-Lead Managers (for themselves and on behalf of the Underwriters) may, with the consent of the Company, reduce the indicative Offer Price range below that stated in the Prospectus (which is between HK\$1.12 and HK\$1.50 per Offer Share) at any time prior to the morning of the last day for lodging applications under the Public Offer. In such case, notices of the reduction in the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and the website of Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) as soon as practicable following the decision to make such reduction. If applications for the Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn by virtue only of the reduction of the Offer Price.

Acceptance of all applications for the Shares pursuant to Share Offer is conditional upon the conditions as stated in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and conditions of the Share Offer” in the Prospectus and will only be considered on the basis of the Prospectus and the Application Forms. **If, for any reason, the Offer Price is not agreed between the Company and the Co-Lead Managers (for themselves and on behalf of the Underwriters) by the Price Determination Date, the Share Offer will not proceed and will lapse.**

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.** Applicants who would like to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** Application Forms.

Copies of **YELLOW** Application Forms, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 6th November, 2007 until 12:00 noon on Friday, 9th November, 2007 at:

1. the depository counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or
2. your stockbroker who may have copies of the **YELLOW** Application Forms and the Prospectus available.

**Copies of the WHITE** Application Forms, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 6th November, 2007, until 12:00 noon on Friday, 9th November, 2007 at:

1. **Asian Capital (Corporate Finance) Limited, Suite 1006, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong;**
2. **Phillip Securities (Hong Kong) Limited, 11th Floor, United Centre, 95 Queensway, Hong Kong;**
3. **Sun Hung Kai International Limited, Room 1201, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong;**

4. **Celestial Securities Limited, 21st Floor, The Center, 99 Queen's Road Central, Hong Kong;**
5. **Emperor Securities Limited, 23rd Floor-24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong;**
6. **Grand Vinco Capital Limited, Units 4909-4910, 49th Floor, The Center, 99 Queen's Road Central, Hong Kong;**
7. **Luen Fat Securities Company Limited, 6th Floor, New Henry House, 10 Ice House Street, Central, Hong Kong;**
8. **Taifook Securities Company Limited, 25th Floor, New World Tower, 16-18 Queen's Road, Central, Hong Kong;**
9. **Stockwell Securities Limited, Units 407-410, 4th Floor, Tower 2 Silvercord, No. 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong;**

**or any one of the following branches of Standard Chartered Bank (Hong Kong) Limited:**

**Hong Kong Island:**

Des Voeux Road Centre Branch	4-4A, Des Voeux Road, Central, Hong Kong
88 Des Voeux Road Branch	88 Des Voeux Road, Central, Hong Kong
Central Branch	Shop no. 16, G/F., and Lower G/F., New World Tower, 16-18 Queen's Road Central, Hong Kong
Hennessy Road Branch	399 Hennessy Road, Wanchai, Hong Kong
North Point Centre Branch	North Point Centre, 284 King's Road, North Point, Hong Kong

**Kowloon:**

Mongkok Branch	Shop B, G/F., 1/F. & 2/F., 617-623 Nathan Road, Mongkok
Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
Kwun Tong Branch	1A, Yue Man Square, Kwun Tong
Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong

**New Territories:**

Tsuen Wan Branch	Shop C, G/F. & 1/F., Jade Plaza, No. 298 Sha Tsui Road, Tsuen Wan
City One Shatin Branch	Shop 30-33, G/F., Ngan Shing Commercial Centre, City One Shatin
Metroplaza Branch	Shop Nos. 186-188, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Fong, N.T.

Both **WHITE** and **YELLOW** Application Forms, completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders should be payable to "Horsford Nominees Limited – Rainbow Brothers Public Offer" and securely stapled, should be deposited in any of the special collection boxes provided at any one of the branches of Standard Chartered Bank (Hong Kong) Limited referred to above on the following dates during the following times:

**Tuesday, 6th November, 2007 – 9:00 a.m. to 4:30 p.m.**  
**Wednesday, 7th November, 2007 – 9:00 a.m. to 4:30 p.m.**  
**Thursday, 8th November, 2007 – 9:00 a.m. to 4:30 p.m.**  
**Friday, 9th November, 2007 – 9:00 a.m. to 12:00 noon**

**The application lists of the Public Offer will open from 11:45 a.m. to 12:00 noon on Friday, 9th November, 2007 (or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed "Effect of bad weather on the opening of the application lists of the Public Offer" in the section headed "How to apply for Hong Kong Public Offer Shares" in the Prospectus).**

**Subject to the terms and conditions set out in the Prospectus and the related Application Forms, applications under the WHITE and YELLOW Application Forms must be received by no later than 12:00 noon on Friday, 9th November, 2007 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force as described in the paragraph headed "Effect of bad weather on the opening of the application lists of the Public Offer" under the section headed "How to apply for Hong Kong Public Offer Shares" in the Prospectus).**

It is expected that the final Offer Price, the level of indication of interests in the Placing, the results of application under the Public Offer, the number of Shares reallocated between the Placing and the Public Offer (if any), the basis of allotment of the Public Offer Shares and the procedures for collecting share certificates and refund cheques, and the Hong Kong Identity Card/passport/Hong Kong Business Registration number of successful applications of the Public Offer will be published on Friday, 16th November, 2007 in South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk).

**If you have applied for 1,000,000 Public Offer Shares or more on a WHITE Application Form and have indicated on your Application Form that you wish to collect your share certificate(s) and/or refund cheque (if any) in person, you may collect it/them in person from the Company's share registrar in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Center, 28 Queen's Road East, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspapers as the date of despatch of share certificates and refund cheques, which is expected to be Friday, 16th November, 2007. Individual applicants who opt for personal collection must not authorise any other person to make collection on their behalf. Applicants being corporations who opt for personal collection must attend by their authorised representatives bearing letters of authorisation from their corporations stamped with the corporations' chops. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, identification documents and (where applicable) authorisation documents which must correspond to the information contained in the relevant Application Forms, acceptable to Tricor Investor Services Limited, to collect the share certificate(s) and/or refund cheque, if any.**

**If you do not collect your share certificate(s) and/or refund cheque (if any) in person within the specified time, it/they will be sent to the address stated on your Application Forms by ordinary post at your own risk.**

**If your application is accepted only in part or if the final Offer Price is determined at less than HK\$1.5 per Offer Share, the Company will refund the appropriate portion of your application monies, the brokerage, the SFC transaction levy and the Stock Exchange trading fee to you, without interest. All refunds will be made by cheques crossed “Account Payee Only”, and made out to you, or, if you are joint applicants, to the first-named applicant on your Application Forms.**

**If you have applied for less than 1,000,000 Public Offer Shares or if you have applied for 1,000,000 Public Offer Shares or more and have not indicated on your Application Form that you wish to collect your share certificate(s) (where applicable) and/or refund cheque (if any) in person, your share certificate(s) and/or refund cheque (if any) will be sent to the address stated on your Application Form on the date notified by the Company in the newspapers as the date of despatch of share certificates and refund cheques by ordinary post at your own risk.**

**If you have applied for the Public Offer Shares on a YELLOW Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS investor participant stock account or the stock account of your designated CCASS participant submitting YELLOW Application Forms on your behalf as instructed by you by the close of business on Friday, 16th November, 2007 or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. You can check the number of Public Offer Shares allotted to you with your designated CCASS participant if you are applying through a designated CCASS participant. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Friday, 16th November, 2007 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately following the credit of the Public Offer Shares to your investor participant stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time) if you are applying as a CCASS investor participant. If you have applied for 1,000,000 Public Offer Shares or more on a YELLOW Application Form and have indicated on your Application Form that you will collect your refund cheque (if any) in person, then you should follow the collection procedures for applicants using WHITE Application Forms as mentioned above.**

**The Company will not issue any temporary documents of title or evidence of title. No receipt will be issued for application monies paid.**

Share certificates will only become valid certificates of title if the Share Offer has become unconditional and the Underwriting and Placing Agreement has not been terminated in accordance with their respective terms, the latest time for which is expected to be around 8:00 a.m. on the Listing Date. Dealings in the Shares on the Stock Exchange are expected to commence on Monday, 19th November, 2007. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 33.

By order of the Board  
**Rainbow Brothers Holdings Limited**  
**Hui Kwan Wah, Hugo**  
Chairman

Hong Kong, 6th November, 2007

*As at the date of this announcement, the Executive Directors are Mr. Hui Kwan Wah, Hugo, Mr. Ng Chi Man, Mr. Wong Sai Ming and Mr. Wong Kwok Ting and the Non-executive Director is Mr. Chan Cheuk Ming and the Independent Non-executive Directors are Mr. Cheung Wah Keung, Mr. Anthony Espina and Mr. Wong Che Keung.*

*“Please also refer to the published version of this announcement in the South China Morning Post.”*

\* For identification purpose only