# INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

#### DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Listing Rules for the purpose of giving information to the public with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquires, that to the best of their knowledge and belief:

- (a) the information contained in this prospectus is accurate and complete in all material aspects and not misleading or deceptive;
- (b) there are no other matters the omission of which would make any statement in this prospectus misleading; and
- (c) all opinions expressed in this prospectus have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

#### FULLY UNDERWRITTEN

The Global Offering comprises the International Placing and the Hong Kong Public Offer. The Global Offering is an offer by the Company of 20,000,000 Shares under the Hong Kong Public Offer (subject to reallocation) and 180,000,000 Shares under the International Placing (subject to reallocation and the Over-allotment Option), in each case at the Offer Price. Details of the structure of the Global Offering are set out in the section headed "Structure of the Global Offering" in this prospectus. This prospectus and the Application Forms relating thereto set out the terms and conditions of the Global Offering.

The Global Offering is sponsored by the Sole Sponsor, managed by the Joint Global Coordinators, the Joint Bookrunners and the Joint Lead Managers and is fully underwritten by the Underwriters as referred to in the section headed "Underwriting — Underwriting arrangements and expenses" in this prospectus.

In the event that the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price on or before the Price Determination Date or such other date or time as may be agreed between the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) but in any event, not later than 12:00 noon on Thursday, 12 July 2012, the Global Offering will not become unconditional and will lapse immediately.

#### OFFER SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken in any jurisdiction other than Hong Kong to permit the offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any circumstances in which such offer or invitation is not authorised or to any person to whom it is unlawful to make an unauthorised offer or invitation. The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus. No person is authorised in connection with the Global Offering to give any information, or to make any representation not contained in this prospectus, and any information or representation not

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contained herein must not be relied upon as having been authorised by the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors or any other person or parties involved in the Global Offering.

### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued as mentioned in this prospectus, and any Shares which may fall to be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme.

No part of the Company's share or loan capital is listed or dealt in on any other stock exchange. At present, the Company is not seeking or proposing to seek the listing of or permission to deal in its Shares and loan capital on any other stock exchange.

### **STAMP DUTY**

All Offer Shares will be registered on the Company's branch register of members maintained in Hong Kong. Only Shares registered in the Company's branch register of members maintained in Hong Kong may be traded on the Stock Exchange. Dealings in Shares registered in the Company's branch register of members maintained in Hong Kong will be subject to Hong Kong stamp duty.

#### PROFESSIONAL TAX ADVICE RECOMMENDED

If you are not sure about the taxation implications of subscribing for or purchasing, holding or disposing of or dealing in the Offer Shares, you should consult an expert. None of the Company, the Directors, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors and any other person involved in the Global Offering accepts responsibility for any tax effects on, or liability of, any person or holders of Shares resulting from subscribing for, purchasing, holding or disposing of or dealing in the Offer Shares.

# **OVER-ALLOTMENT OPTION AND STABILISATION**

Details of the arrangements relating to the Over-allotment Option and the related stabilisation exercise are set out in the section headed "Structure of the Global Offering" in this prospectus.

## PROCEDURE FOR APPLICATION FOR THE HONG KONG OFFER SHARES

The procedure for application for the Hong Kong Offer Shares is set out in the section headed "How to apply for Hong Kong Offer Shares" in this prospectus and on the relevant Application Forms.

#### STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including conditions of the Global Offering, are set out in the section headed "Structure of the Global Offering" in this prospectus.

# INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

## SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date HKSCC chooses. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect their rights, interest and liabilities.

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 necessary arrangements have been made for the Shares to be admitted to CCASS.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

## COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 13 July 2012.

The Shares will be traded in board lots of 4,000 Shares each.