
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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 in this prospectus misleading.

UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. Details of the terms of the Global Offering are described in the section headed "Structure of the Global Offering" in this prospectus and on the Application Forms. For applicants under the Hong Kong Public Offering, this prospectus and the Application Forms set out the terms and conditions of the Hong Kong Public Offering.

The listing of our H Shares on the Hong Kong Stock Exchange is sponsored by the Joint Sponsors. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement. The International Offering is managed by UBS AG, Hong Kong Branch, CITIC Securities Corporate Finance (HK) Limited, J.P. Morgan Securities plc and Deutsche Bank AG, Hong Kong Branch. The International Underwriting Agreement relating to the International Offering is expected to be entered into on or about November 28, 2012, subject to determination of the pricing of the Offer Shares. If, for any reason, the Offer Price is not agreed among us and the Joint Global Coordinators (on behalf of the Underwriters) by December 3, 2012, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse. For further information relating to the Underwriters and the underwriting arrangements, see the section headed "Underwriting" in this prospectus.

RESTRICTIONS ON THE OFFER AND SALE OF THE OFFER SHARES AND THE USE OF THIS PROSPECTUS

Each person acquiring Hong Kong Offer Shares will be required to confirm, or by his application for Hong Kong Offer Shares will be deemed to confirm, that he is aware of the restrictions on offers of the Hong Kong Offer Shares described in this prospectus and that he is not acquiring, and has not been offered, any Hong Kong Offer Shares in circumstances that contravene any such restrictions.

No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, and without limitation to the following, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation.

The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

INFORMATION ON THE GLOBAL OFFERING

The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorized by our Company, the Joint Global Coordinators, the Joint Sponsors, the Underwriters, or any of their respective directors, agents, employees or advisers or any other party involved in the Global Offering.

CERTAIN MATTERS RELATING TO THE HONG KONG PUBLIC OFFERING

Application for Listing on the Hong Kong Stock Exchange

Our A Shares are listed on the Shanghai Stock Exchange. We have applied to the Hong Kong Stock Exchange for the listing of, and permission to deal in, our H Shares. Dealings in our H Shares on the Hong Kong Stock Exchange are expected to commence on December 5, 2012. The H Shares will be traded on the Hong Kong Stock Exchange in board lots of 200 H Shares each.

Except for the A Shares of our Company that have been listed on the Shanghai Stock Exchange and pending approval from the Hong Kong Stock Exchange for listing of, and permission to deal in, the H Shares, no part of our Share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought.

REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES

We have instructed the H Share Registrar, and the H Share Registrar has agreed, not to register the subscription, purchase or transfer of any H Shares in the name of any particular holder unless the holder delivers a signed form to the H Share Registrar in respect of those H Shares bearing statements to the effect that the holder:

- (a) agrees with us and each of our Shareholders, and we agree with each Shareholder, to observe and comply with the PRC Company Law, the Special Regulations and our Articles of Association;
- (b) agrees with us, each of our Shareholders, Directors, Supervisors, managers and officers, and we, acting for ourselves and for each of our Directors, Supervisors, managers and officers, agree with each Shareholder, to refer all differences and claims arising from our Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or other relevant laws and administrative regulations concerning our affairs to arbitration in accordance with our Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award, which shall be final and conclusive;

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

- (c) agrees with us and each of our Shareholders that our H Shares are freely transferable by the holders of our H Shares; and
- (d) authorizes us to enter into a contract on his or her behalf with each of our Directors, Supervisors and officers whereby such Directors, Supervisors and officers undertake to observe and comply with their obligations to our Shareholders as stipulated in our Articles of Association.

H Share Register and Hong Kong Stamp Duty

All H Shares issued pursuant to applications made in the Hong Kong Public Offering and the International Offering will be registered on our H Share register of members to be maintained in Hong Kong. Our principal register of members will be maintained by us at our current registered office in the PRC.

No stamp duty is payable by applicants in the Global Offering. Dealings in the H Shares registered on our H Share register of members in Hong Kong will be subject to Hong Kong stamp duty. See “Appendix V — Taxation and Foreign Exchange” to this prospectus.

Eligibility for Admission into CCASS

If the Hong Kong Stock Exchange grants the listing of, and permission to deal in, our H Shares on the Main Board of the Hong Kong Stock Exchange and we comply with the stock admission requirements of the HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

Settlement of transactions between participants of the Hong Kong 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. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests. All necessary arrangements have been made enabling our H Shares to be admitted into CCASS.

Professional Tax Advice Recommended

Applicants for the Offer Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to the Offer Shares.

We, the Joint Global Coordinators, the Joint Sponsors, the Underwriters and any of their respective directors, agents, employees or advisers or any other person or party involved in the Global Offering do not accept responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to our H Shares.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

Procedure for Application for Hong Kong Offer Shares

The procedure for applying for Hong Kong Offer Shares is set out in the section headed “How to Apply for the Hong Kong Offer Shares” in this prospectus and on the relevant Application Forms.

STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING

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

OVER-ALLOTMENT OPTION AND STABILIZATION

Details of the arrangements relating to the Over-allotment Option and stabilization are set out in the section headed “Structure of the Global Offering” in this prospectus.

EXCHANGE RATES

Solely for your convenience, this prospectus contains translations of certain currency amounts into Hong Kong dollars at specified rates. No representation is made that the currency amounts could actually be converted into any Hong Kong dollar amounts at the rates indicated or at all. Unless otherwise stated or in respect of transactions that have occurred at historical exchange rates, all translations of RMB into Hong Kong dollars were made at the rate of RMB0.8120 to HK\$1.00, which was the central parity exchange rate prevailing on November 16, 2012 set by the People’s Bank of China (the “PBOC”) for foreign exchange transactions. All translations of US dollars into Hong Kong dollars were made at the rate of US\$1.00 to HK\$7.7513, which was the noon buying rate as set forth in the H.10 statistical release of the Federal Reserve Board as of November 9, 2012.

ROUNDING

Any discrepancies in any table, chart or elsewhere between totals and sums of amounts listed therein are due to rounding. Certain amounts and percentage figures included in this prospectus have also been subject to rounding adjustments, or have been rounded to one or two decimal places.

LANGUAGE

Names of any laws and regulations, governmental authorities, departments, facilities, certificates, titles, institutions, natural persons or other entities (including certain of our subsidiaries) which have been translated into English and included in this prospectus and for which no official English translation exists are unofficial translations for your reference only.