
SUMMARY

This summary aims to give you an overview of the information contained in this Prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the Offer Shares.

There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed "Risk Factors" in this Prospectus. You should read that section carefully before you decide to invest in the Offer Shares.

OVERVIEW

We are a leading international engineering contractor and service provider by revenue with a primary focus on EPC projects and particular expertise in the power sector, capable of providing one-stop customized and integrated engineering contracting solutions and services. Based on the financial data derived from ENR's top 225 international contractors list, in 2011, we ranked sixth among the global international contractors in terms of total revenue generated from international contracting work in the power sector performed in the previous calendar year⁽¹⁾, accounting for approximately 3.6% of total revenue from the power sector derived by these 225 companies. Engineering contracting solutions and services we provided include preliminary project consultation, financing solutions for projects, project design, procurement, logistics, construction, installation, commissioning and related works, in a combination of any of the above services in keeping with the needs of the project owners. We were one of the first Chinese engineering contractors that offered engineering contracting services for international power projects with over 30 years of industry experience. We adopt an asset-light operating model as we subcontract substantially all of the construction works, which enables us to focus on project execution, management and supervision of our projects as well as achieving high internal efficiency.

We also conduct the Trading Business through our sales and marketing network which covers over 150 countries and regions. Such network spans primarily in Asia, Europe and Africa and, to a lesser extent, in North America, South America and Oceania. Our sales and marketing network is established through years of international engineering contracting and trading experiences and business transactions involving export and import of products and services to and from these countries and regions. To a lesser extent, we are involved in the Other Businesses that provide logistics services, exhibition services, tendering agency services and other services (including export-import agency services and design services), and we also conduct certain strategic equity investment.

Through years of experience and proven track record in the International Engineering Contracting Business, we have established a well-known "CMEC" brand name in many countries and regions, especially in Asia and Africa. Our customers cover a wide range of business, geographical locations and industries. Our major customers are primarily customers for our International Engineering Contracting Business and many of them are governments or state-owned entities of overseas countries. We believe that the combination of our International Engineering Contracting Business and Trading Business has created a platform that allows us to gather market information in an efficient manner and enables us to capture the growth opportunities in the international engineering contracting and trading markets.

Note:

- (1) In 2011, SINOMACH was ranked as one of the top five international contractors in the power sector by ENR's top 225 international contractors list. Before our establishment as a joint stock limited company on January 18, 2011, there was no separate ranking for us as a subsidiary of SINOMACH in relation to the power sector. Based on the financial data of the top 225 international contractors derived from ENR's top 225 international contractors list, we substituted SINOMACH with our Company in the list using our own revenue generated from our International Engineering Contracting Business in the power sector in 2010 (which is exclusive of the revenue generated by the Excluded Business of SINOMACH) to deduce our ranking among ENR's top 225 international contractors.

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The following table sets out, for the periods indicated, the amount and percentage of our total revenue by each of our three business segments:

	Year Ended December 31,						Six Months Ended June 30,	
	2009		2010		2011		2012	
	<i>(RMB million)</i>	(%)	<i>(RMB million)</i>	(%)	<i>(RMB million)</i>	(%)	<i>(RMB million)</i>	(%)
International Engineering Contracting								
Business.....	13,646.7	70.8	12,019.6	63.0	12,055.2	58.7	6,426.1	62.1
Trading Business	4,979.1	25.8	6,295.5	33.0	7,688.6	37.5	3,522.2	34.0
Other Businesses.....	661.9	3.4	761.9	4.0	774.0	3.8	405.8	3.9
Total.....	<u>19,287.7</u>	<u>100.0</u>	<u>19,077.0</u>	<u>100.0</u>	<u>20,517.8</u>	<u>100.0</u>	<u>10,354.1</u>	<u>100.0</u>

The following tables set forth the breakdown of our gross profit and gross profit margins by our three business segments for the periods indicated:

	Year Ended December 31,									Six Months Ended June 30,		
	2009			2010			2011			2012		
	Gross profit		Gross profit margin	Gross profit		Gross profit margin	Gross profit		Gross profit margin	Gross profit		Gross profit margin
	<i>(RMB million)</i>	(%)	(%)	<i>(RMB million)</i>	(%)	(%)	<i>(RMB million)</i>	(%)	(%)	<i>(RMB million)</i>	(%)	(%)
International Engineering Contracting Business												
Power	834.0	47.4	8.1	1,950.0	66.3	20.7	2,603.8	71.2	27.2	1,299.3	68.2	25.9
Transportation	127.4	7.2	7.9	16.2	0.6	1.7	77.7	2.1	7.0	79.5	4.2	15.2
Telecommunications	39.4	2.2	5.4	127.7	4.3	31.1	0.3	0.0	10.8	27.8	1.5	8.0
Non-Core sectors	127.0	7.3	13.3	15.4	0.5	1.2	233.7	6.4	16.9	35.1	1.8	6.6
Sub-total	<u>1,127.8</u>	<u>64.1</u>	8.3	<u>2,109.3</u>	<u>71.7</u>	17.5	<u>2,915.5</u>	<u>79.7</u>	24.2	<u>1,441.7</u>	<u>75.7</u>	22.4
Trading Business												
International trade.....	308.6	17.5	6.9	351.6	11.9	7.2	312.7	8.5	6.0	234.1	12.3	8.2
Domestic trade.....	39.0	2.2	7.6	111.3	3.8	8.1	123.4	3.4	5.0	34.1	1.8	5.1
Sub-total	<u>347.6</u>	<u>19.7</u>	7.0	<u>462.9</u>	<u>15.7</u>	7.4	<u>436.1</u>	<u>11.9</u>	5.7	<u>268.2</u>	<u>14.1</u>	7.6
Other Businesses.....	<u>284.2</u>	<u>16.2</u>	42.9	<u>370.2</u>	<u>12.6</u>	48.6	<u>307.5</u>	<u>8.4</u>	39.7	<u>194.0</u>	<u>10.2</u>	47.8
Total	<u>1,759.6</u>	<u>100.0</u>	9.1	<u>2,942.4</u>	<u>100.0</u>	15.4	<u>3,659.1</u>	<u>100.0</u>	17.8	<u>1,903.9</u>	<u>100.0</u>	18.4

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International Engineering Contracting Business

We began our International Engineering Contracting Business in 1980 and have since then undertaken engineering contracting projects in more than 45 countries around the world. Since our inception, we have undertaken over 80 engineering contracting projects in the power sector. As a leading international engineering contractor and service provider with established presence in the EPC industry, we offer a full spectrum of turnkey solutions to our governmental and corporate customers around the world, especially in developing countries.

We consider power, transportation and telecommunications sectors to be our Core Sectors. In addition, we are also engaged in engineering contracting projects in non-Core Sectors, such as water supply and treatment, building and construction, manufacturing and processing plants and mining and resources exploitation.

Our Major Engineering Contracting Projects

We have built extensive experience in international engineering contracting projects, particularly in EPC projects, since 1980. We have been involved in landmark projects across various countries and regions, including projects that contributed substantially to the overall infrastructure of certain cities or regions within some developing countries. For the years ended December 31, 2009, 2010 and 2011 and the six months ended June 30, 2012, we completed a total of 13, 18, 14 and eight projects, respectively.

Subcontracting Arrangement

In line with our asset-light operating model, we generally engage subcontractors through tenders, whereby the subcontractors participating in the tenders must either be on our list of qualified and reliable subcontractors maintained by us, or have passed our internal evaluation. Our list of qualified and reliable subcontractors had more than 350 subcontractors in the areas of design, exploration, logistics, installation, construction and supervision as at the Latest Practicable Date.

Trading Business

Our Trading Business provides bridging solutions to (i) domestic and overseas purchasers who wish to source products, or (ii) domestic and overseas suppliers who wish to sell their products, outside or in the PRC. Through our Company as well as our subsidiaries and overseas representative offices, we operate our Trading Business in the PRC and other countries, and we principally export and, to a lesser extent, import and domestically trade complete sets of plants and equipment and various machinery, electrical, and instrumental products, including mining equipment, ship components, automobile parts, medical instrument, household appliances, office equipment, electrical hardware and construction materials for customers in the PRC and overseas.

OUR STRENGTHS

We believe that our success to date and our potential for future growth are built on the following strengths: (1) we have maintained our leading position in the power sector among international engineering contractors and are well-positioned to capture the opportunities in the fast-growing international engineering contracting market; (2) we have in-depth experience and well-recognized brand in the international engineering contracting industry with our projects spanning over a broad geographic area; (3) we offer one-stop customized and integrated engineering contracting solutions and services, while our asset-light operating model enables us to focus on providing high quality project management services and effective financing options for projects; (4) we have extensive worldwide business networks and a professional business team with deep industry knowledge; and (5) we have an experienced and innovative senior management team and a strong technical team of professional experts.

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OUR STRATEGIES

We plan to implement the following business strategies to maintain our success to date and to achieve future growth: (1) strengthen our leading position in the power sector and enlarge our market share in the transportation and telecommunications sectors as well as other sectors and countries; (2) consolidate our strengths and enlarge our market share in our Trading Business; (3) selectively undertake international projects in the non-Core Sectors; (4) utilize local resources to improve our profit margin and efficiency; (5) increase our profitability through efficient fund usage and capital structure management; (6) strengthen our information system, increase our operational efficiency and improve our risk management system; and (7) continue to advance and enhance the quality of our personnel.

RISK FACTORS

There are certain risks relating to an investment in the Offer Shares. These can be categorized into (i) risks relating to our business and the industries in which we operate; (ii) risks relating to our group structure; (iii) risks relating to the PRC; and (iv) risks relating to the Global Offering. You are cautioned that you should read the whole section “Risk Factors” carefully before you decide to invest in the Offer Shares.

Risks relating to the US sanctions

On July 25, 2002, our predecessor, China National Machinery & Equipment Import & Export Corporation (中國機械設備進出口總公司), and one of our subsidiaries, CMEC Machinery & Electric, were listed in a notice appearing in the Federal Register of the United States as parties determined by the US Department of State (the “**Department of State**”) to have engaged in conduct sanctionable under the Iran-Iraq Arms Non-Proliferation Act of 1992 (the “**1992 Act**”) and the Arms Export Control Act and the Export Administration Act of 1979, as amended by the Chemical and Biological Weapons Control and Warfare Elimination Act of 1991 (the “**1991 Act**”). On January 24, 2002, and May 16, 2002, variations of the name of CMEC Machinery & Electric were listed in Federal Register notices as parties determined by the Department of State to have engaged in conduct sanctionable under the Iran Nonproliferation Act of 2000 (the “**2000 Act**”). For more details, see “Risk Factors – Our predecessor and one of our subsidiaries were listed by the US Department of State as having engaged in conduct sanctionable under US law which may affect our reputation, share price performance, trading business, results of operations and financial condition” (pages 30 to 31 of this Prospectus) and “Business – Restructuring of Business in the Sanctioned Countries – Impact of US Sanctions Law – Iran-Iraq Arms Non-Proliferation Act of 1992, the Arms Export Control Act and the Export Administration Act of 1979, as amended by the Chemical and Biological Weapons Control and Warfare Elimination Act of 1991, and the Iran Nonproliferation Act of 2000” (pages 182 to 183 of this Prospectus).

Furthermore, we are a company incorporated in the PRC and we comply with all applicable PRC laws and regulations. However, as a result of our international activities, we are also subject to the laws and regulations of the various countries and regions in which we do business. In particular, if any of our transactions is conducted in or through the United States, or otherwise involves US persons, US dollar clearing in the United States or US-origin goods, US sanctions regulations may be applicable to some or all of such transactions. For the three years ended December 31, 2009, 2010 and 2011 and the six months ended June 30, 2012, our revenue generated in the Sanctioned Countries in aggregate amounted to approximately RMB744.0 million, RMB1,382.0 million, RMB1,665.2 million and RMB315.6 million, respectively, accounting for approximately 3.9%, 7.2%, 8.1% and 3.0%, respectively, of our total revenue during the same periods. We have restructured our business to terminate future activities in the Sanctioned Countries. See “Business – Restructuring of Business in the Sanctioned Countries” for more details (pages 176 to 185 of this Prospectus). We believe that our limited activities in the US and our decision to terminate existing business with the Sanctioned Countries substantially mitigate any risk to our Company under US sanctions regulations targeting the Sanctioned Countries. We have various internal control measures on sanctions and export control with a view to ensuring our compliance with the applicable sanctions laws and regulations. See “Business – Internal Control on

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Sanctions and Export Control” (pages 185 to 189 of this Prospectus) for more details. Nevertheless, the restrictions under US sanctions regulations are far-reaching and complex, and despite our limited activities in the United States, we cannot provide absolute assurance that our compliance efforts will be completely effective. If we were to violate those restrictions, any such violation could lead to the imposition of civil or criminal sanctions.

The above are highlights of some of the particular risks which are considered to be material by the Directors. As different investors may have different interpretations and standards for determining materiality of a risk, you are again cautioned that you should read the whole section headed “Risk Factors” (pages 27 to 57 of this Prospectus) and consider the risks and uncertainties described in that section carefully before you decide to invest in the Offer Shares.

RESTRUCTURING OF BUSINESS IN THE SANCTIONED COUNTRIES

Prior to Listing, we underwent the Restructuring of our International Engineering Contracting Business and Trading Business in the Sanctioned Countries by terminating or transferring to parties outside of our Group all ongoing and future business in the Sanctioned Countries such that we will not conduct business or operate in the Sanctioned Countries after Listing.

See “Risk Factors – Risks Relating to Our Business and the Industries in which We Operate – We could be adversely affected as a result of our historical operations in certain countries that are subject to economic sanctions or if the US government were to determine that our prior Iran-related business activities are sanctionable under US Iranian sanction laws and regulations” (pages 31 to 34 of this Prospectus) and “Business – Restructuring of Business in the Sanctioned Countries” (pages 176 to 185 of this Prospectus) for more details.

DELINEATION OF BUSINESS AND COMPETITION WITH CONTROLLING SHAREHOLDER

SINOMACH is our Controlling Shareholder prior to the Global Offering and will continue to be our Controlling Shareholder immediately after the completion of the Global Offering. The principal business of SINOMACH Group is manufacturing and R&D of machinery and equipment, engineering contracting, as well as trading and services.

Some of the SINOMACH Subsidiaries, namely, CAMC Engineering, CNEEC, CHMC, CGME, CMCEC and CACS, are engaged in the Excluded International Engineering Contracting Business which competes or is likely to compete, either directly or indirectly, with the business carried out by our Group. The Excluded International Engineering Contracting Business is not included in our Group because, among others, it is not commercially viable and it may diverge our Group’s focus from our Core Sectors and lead to insufficient allocation of our resources. As regards the Excluded Trading Business, it is not included in our Group due to the differences between our Trading Business and the Excluded Trading Business in the aspects of business nature, product types, supply and sales channels, business model, business focus and management team and operational staff. See the section headed “Relationship with Controlling Shareholder” (pages 190 to 216 of this Prospectus) for more details.

In order to safeguard the interests of our Company and Shareholders in respect of the Excluded International Engineering Contracting Business, we have entered into the Non-competition Agreement with SINOMACH, pursuant to which SINOMACH has undertaken that, among other things, so long as it remains as our Controlling Shareholder, it shall not, and shall procure its subsidiaries which are engaged in the Excluded International Engineering Contracting Business (excluding CAMC Engineering) not to, compete with our Group in respect of the Core Sectors. See “Relationship with Controlling Shareholder – Non-competition Agreement” (pages 208 to 213 of this Prospectus) for more details.

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SELECTED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME AND CONSOLIDATED BALANCE SHEETS DATA

	Year Ended December 31,			Six Months Ended June 30,
	2009	2010	2011	2012
	<i>(RMB million)</i>			
Revenue	19,287.7	19,077.0	20,517.8	10,354.1
Gross Profit	1,759.6	2,942.4	3,659.1	1,903.9
Profit for the year	610.1	1,132.2	1,472.3	989.5
Profit for the year attributable to:				
Equity owners of our Company ...	613.6	1,136.5	1,474.9	990.8
Non-controlling interests	(3.5)	(4.3)	(2.6)	(1.3)
	As at December 31,			As at June 30,
	2009	2010	2011	2012
	<i>(RMB million)</i>			
Current assets	13,037.6	18,619.7	19,331.0	23,749.1
Current liabilities	(14,486.3)	(19,446.5)	(20,497.2)	(24,304.9)
Net current liabilities	(1,448.7)	(826.8)	(1,166.2)	(555.8)
Net assets	3,020.6	3,965.0	5,373.9	6,010.2
Total assets	19,879.4	25,388.2	26,608.2	30,982.9

SELECTED CONSOLIDATED STATEMENTS OF CASH FLOW DATA

	Year Ended December 31,			Six Months Ended June 30,
	2009	2010	2011	2012
	<i>(RMB million)</i>			
Operating profit before changes in work capital	1,011.1	1,757.2	2,076.9	1,405.6
Change in working capital	134.1	4,290.6	1,433.9	5,051.3
Income tax paid	(436.3)	(445.2)	(682.6)	(466.8)
Net cash generated from operating activities	708.9	5,602.6	2,828.2	5,990.1
Net cash used in investing activities	(1,659.3)	(2,180.3)	(533.1)	(504.5)
Net cash generated from/(used in) financing activities	316.0	(651.8)	(2,130.1)	(458.3)
Net (decrease)/increase in cash and cash equivalents	(634.4)	2,770.5	165.0	5,027.3
Cash and cash equivalents at the beginning of the financial year/period	2,992.2	2,353.1	5,078.8	5,170.7
Effect of foreign exchange rate changes	(4.7)	(44.8)	(73.1)	(6.1)
Cash and cash equivalents at the end of the financial year/period, representing bank balances and cash	2,353.1	5,078.8	5,170.7	10,191.9

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SELECTED KEY FINANCIAL RATIOS

	Year Ended December 31,			Six Months Ended June 30,
	2009	2010	2011	2012
Gross Profit Margin	9.1%	15.4%	17.8%	18.4%
Net Profit Margin	3.2%	5.9%	7.2%	9.6%
Current Ratio	0.90	0.96	0.94	0.98
Quick Ratio	0.89	0.95	0.93	0.96
Gearing Ratio	11.4%	7.2%	1.4%	0.9%

NET CURRENT LIABILITIES

As at December 31, 2009, 2010 and 2011 and June 30, 2012, our net current liabilities were RMB1,448.7 million, RMB826.8 million, RMB1,166.2 million and RMB555.8 million, respectively, which was primarily a result of using cash generated from our business operation to finance some of our EPC projects, that have cash collection period of over one year. As at October 31, 2012, our unaudited net current liabilities were RMB138.8 million.

Historically, we engaged in projects financed by export seller's credit, whereby we, as contractor, provided substantially all the required funding for the project, with project owners making deferred payments to us by installments upon completion of the project. We had funded such projects principally with long-term loans and credit facilities provided by financial institutions. With a view to reducing the finance expenses to be paid to these financial institutions, we had repaid portions of these bank borrowings by using cash generated from our business operations after taking into consideration our financial position. As a result of our earlier repayment, the total balance of such borrowings related to export seller's credit was reduced to RMB252.1 million as at June 30, 2012, which was significantly lower than amount due from customers under the export seller's credit as at June 30, 2012 of approximately RMB6,516.2 million. Of this amount, we have receivables of RMB118.1 million that are more than one year overdue and adequate provision had been made.

Our utilization of cash generated from business operations to repay long-term bank borrowings under the export seller's credit arrangement had reduced our current assets, while correspondingly reducing our non-current liabilities under which such bank borrowings are classified. Furthermore, amounts due from customers under the export seller's credit, due to their long cash collection periods in accordance with relevant contract terms, are substantially classified as non-current assets. The combination of the reduction in our current assets without a corresponding reduction in our current liabilities, together with recognition of amounts due from customers under export seller's credit under non-current assets, was the principal factor which contributed to our net current liabilities positions throughout the Track Record Period. We expect that this will not have a material impact on our liquidity and we will be able to repay our debts in the foreseeable future when they become due. See the section headed "Financial Information – Net Current Liabilities" (pages 291 to 299 of this Prospectus) for further details.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$3,226.9 million, after deducting the underwriting fees and expenses payable by us in the Global Offering, and assuming the Over-allotment Option is not exercised and an Offer Price of HK\$4.75 per Offer Share, being the mid-point of the estimated Offer Price range stated in this Prospectus.

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We intend to use these net proceeds for the following purposes (assuming that the Over-allotment Option is not exercised):

- approximately 90% (approximately HK\$2,904.2 million) of the net proceeds of the Global Offering will be applied towards financing our international engineering contracting projects, which is a summation of (1) approximately 76% of the net proceeds of the Global Offering for the engineering contracting projects in our Core Sectors (being approximately 52% in the power sector and approximately 24% in the transportation sector) and (2) approximately 14% of the net proceeds of the Global Offering for the engineering contracting projects in the non-Core Sectors; in areas such as payment to subcontractors and suppliers for payments of subcontracting services and equipment and machinery. See “Future Plans and Use of Proceeds – Use of proceeds on our engineering contracting projects” (page 313 of this Prospectus) for more details on the engineering contracting projects. We will allocate the funds to these projects according to their actual progress and financial needs; and
- approximately 10% (approximately HK\$322.7 million) of the net proceeds of the Global Offering will be used for working capital and other general corporate purposes.

To the extent our net proceeds are either more or less than expected, we will adjust our allocation of the net proceeds for the above purposes on a pro rata basis. See “Future Plans and Use of Proceeds” (pages 312 to 313 of this Prospectus) for more details.

DIVIDEND POLICY

Our Directors, subject to approval by our Shareholders, may declare dividends after taking into account, among other things, our results of operations, cash flows and financial condition, operating and capital requirements, the amount of distributable profits based on PRC GAAP or IFRS, whichever is lower, our Articles of Association, the PRC Company Law, applicable laws and regulations and other factors that our Directors deem relevant. In particular, under applicable PRC laws and our Articles of Association, we can only distribute dividends out of our after-tax profit after the following allocations have been made: (i) recovery of accumulated losses, if any; (ii) mandatory allocations to the statutory common reserve fund equivalent to 10% of our after-tax profit, unless the common reserve fund reaches 50% of our registered capital or above; and (iii) allocations to discretionary common reserve fund, subject to the Shareholders' approval at the Shareholders meeting.

Considering our present financial position, we currently intend, subject to the abovementioned limitations and in the absence of any circumstances which might reduce the amount of distributable profits whether by losses or otherwise, to distribute to our Shareholders not less than 30% of our distributable profits for the years ending December 31, 2012 and December 31, 2013. There is, however, no assurance that we will be able to declare dividends of such amount or any amount in any year. In addition, the declaration and/or payment of dividends may be limited by legal restrictions and/or by financing agreements that we may enter into in the future.

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SPECIAL DISTRIBUTION

In accordance with the Provisional Regulation Relating to Corporate Reorganization of Enterprises and Related Management of State-owned Capital and Financial Treatment (企業公司制改建有關國有資本管理與財務處理的暫行規定) issued by MOF and the resolution of the Shareholders' meeting dated February 14, 2011, we have agreed to declare a special distribution (“**Special Distribution**”) to SINOMACH in an amount equal to the consolidated net profit attributable to equity owner of our Company for the period from July 1, 2010, the date immediately after the reference date on which our assets were valued for the establishment of our Company as a joint stock company with limited liability, to January 18, 2011, the date of our establishment.

The Special Distribution payable by our Company to SINOMACH for the period from July 1, 2010 to December 31, 2010 amounted to RMB698.0 million, which was determined based on the audited consolidated net profit attributable to the equity owner of our Company for the year ended December 31, 2010 in accordance with PRC GAAP, after deducting the consolidated net profit attributable to the equity owner of our Company for the six-month period ended June 30, 2010. Such amount was paid to SINOMACH by our Company in 2011 and funded entirely out of the cash generated from our operations.

The Special Distribution payable by our Company to SINOMACH for the period from January 1, 2011 to January 18, 2011 was determined based on the audited consolidated net profit attributable to the equity owners of our Company for the year ended December 31, 2011 in accordance with PRC GAAP, prorated according to the number of days from January 1, 2011 to January 18, 2011 (18 days). Pursuant to the resolution of the Shareholders' meeting dated May 8, 2012, we resolved to distribute a special dividend of RMB72.7 million for the period from January 1, 2011 to January 18, 2011 to SINOMACH. Such amount was paid to SINOMACH by our Company in May 2012 and funded entirely out of the cash generated from our operations.

THE GLOBAL OFFERING

This Prospectus is published in connection with the Hong Kong Public Offering which forms part of the Global Offering. The Global Offering comprises (assuming the Over-allotment Option is not exercised):

- the Hong Kong Public Offering of an initial 71,800,000 H Shares to be offered by our Company (subject to adjustment) (representing 10% of the total number of the Offer Shares initially available under the Global Offering) in Hong Kong; and
- the International Offering of an initial 646,200,000 H Shares to be offered by our Company (subject to adjustment) (representing 90% of the total number of the Offer Shares initially available under the Global Offering) outside the United States in offshore transactions in reliance on Regulation S.

The number of Hong Kong Offer Shares and International Offer Shares, or together, Offer Shares, is subject to adjustment and reallocation as well as the Over-allotment Option as described in the section headed “Structure of the Global Offering” (pages 321 to 327 of this Prospectus).

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GLOBAL OFFERING STATISTICS⁽¹⁾

	Based on an Offer Price of HK\$4.10	Based on an Offer Price of HK\$5.40
Market capitalization of our Shares ⁽²⁾	HK\$16,473.8 million	HK\$21,697.2 million
Unaudited pro forma adjusted net tangible asset per Share ⁽³⁾	HK\$2.53	HK\$2.76

Notes:

- (1) All statistics in this table are on the assumption that the Over-allotment Option is not exercised.
- (2) The calculation of market capitalization is based on 4,018,000,000 Shares expected to be in issue immediately after completion of the Global Offering.
- (3) The unaudited pro forma adjusted net tangible asset per Share is based on 4,018,000,000 Shares expected to be in issue immediately after completion of the Global Offering.

If the Over-allotment Option is exercised in full, assuming an Offer Price of HK\$4.10 and HK\$5.40, respectively, the unaudited pro forma adjusted net tangible asset per H Share will be HK\$2.57 per H Share and HK\$2.83 per H Share, respectively.