

**IMPORTANT:** If you are in any doubt about this prospectus, you should obtain independent professional advice.



(A joint stock company incorporated in the People's Republic of China with limited liability)

## GLOBAL OFFERING

Number of Offer Shares in the Global Offering	:	1,567,665,000 H Shares (comprising 1,500,000,000 H Shares to be offered by the Company and 67,665,000 Sale Shares to be offered by the Selling Shareholder, subject to the Over-allotment Option)
Number of Offer Shares in the International Offering	:	1,410,898,500 H Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	156,766,500 H Shares (subject to adjustment)
Maximum Offer Price	:	HK\$6.77 per H Share, plus 1% brokerage, SFC transaction levy of 0.003%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	RMB1.00 per H Share
Stock Code	:	06881

### Joint Sponsors

Goldman Sachs

J.P.Morgan



Goldman Sachs

J.P.Morgan



NOMURA

### Joint Bookrunners and Joint Lead Managers

Goldman Sachs

J.P.Morgan



NOMURA



BofA Merrill Lynch



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its 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 this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us (on behalf of ourselves and the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, May 15, 2013 (Hong Kong time) and, in any event, not later than Monday, May 20, 2013 (Hong Kong time). The Offer Price will be not more than HK\$6.77 and is currently expected to be not less than HK\$4.99 per Offer Share. If, for any reason, the Offer Price is not agreed by Monday, May 20, 2013 (Hong Kong time) between the Joint Global Coordinators (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$6.77 for each Hong Kong Offer Share together with a brokerage fee of 1%, a SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$6.77.

The Joint Global Coordinators, on behalf of the Underwriters, and with our consent (on behalf of ourselves and the Selling Shareholder) may, where considered appropriate, reduce the number of Hong Kong Offer Shares and/or the indicative Offer Price range below that is stated in this prospectus (which is HK\$4.99 to HK\$6.77) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Hong Kong Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Such notices will also be available on the website of our Company at [www.chinastock.com.cn](http://www.chinastock.com.cn) and on the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Further details are set forth in "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investment in PRC-incorporated businesses. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set out in "Risk Factors," "Appendix IV—Summary of Principal Legal and Regulatory Provisions" and "Appendix V—Summary of Articles of Association" to this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See "Underwriting—Grounds for Termination" in this prospectus.