
CORNERSTONE INVESTOR

THE CORNERSTONE PLACING

We and the Sole Global Coordinator have entered into a cornerstone investment agreement with LIM Asia Special Situations Master Fund Limited (the “Cornerstone Investor”), pursuant to which the Cornerstone Investor has agreed to subscribe at the Offer Price for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) that may be acquired for an aggregate amount of US\$8 million (the “Cornerstone Placing”). Assuming an Offer Price of HK\$2.52 (being the mid-point of the indicative Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investor (rounded down to the nearest whole board lot of 1,000 Shares) would be 24,619,000 Offer Shares, representing approximately 11.4% of the total Offer Shares initially available under the Global Offering and approximately 3.42% of the enlarged issued share capital of the Company immediately following the completion of the Global Offering and the Capitalisation Issue, without taking into account Shares issuable upon exercise of any options granted or to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme.

THE CORNERSTONE INVESTOR

The Cornerstone Investor is a collective investment vehicle with an investment objective of generating risk-adjusted returns through various investments issued by or related to Asian issuers or companies that have the majority of their assets or business based in or derived from Asia. The Cornerstone Investor and its manager, Long Investment Management International Limited, are incorporated in the British Virgin Islands. Long Investment Management International Limited delegates day-to-day investment of the Cornerstone Investor to LIM Advisors Limited, a company incorporated in Hong Kong and licensed to conduct Type 9 (asset management) regulated activities under the SFO.

The Cornerstone Investor is an Independent Third Party and is not our connected person, and is not an existing shareholder of our Company. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investor will be disclosed in the allocation results announcement to be issued by our Company on or around 24 September 2013.

The Cornerstone Placing forms part of the International Placing. The Offer Shares to be subscribed for by the Cornerstone Investor will rank pari passu in all respects with the other fully paid Shares in issue and will be counted towards the public float of our Company. Immediately following the completion of the Global Offering and the Capitalisation Issue, the Cornerstone Investor will not have any board representation in our Company, nor will the Cornerstone Investor become our substantial shareholder. The Offer Shares to be subscribed for by the Cornerstone Investor will not be affected by any reallocation of the Offer Shares between the International Placing and the Hong Kong Public Offering described in “Structure of the Global Offering – The Hong Kong Public Offering”, nor by any exercise of the Over-Allotment Option.

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CONDITIONS PRECEDENT

Completion of the Cornerstone Placing is subject to, among other things, the following conditions precedent:

- (a) the Company and the Sole Global Coordinator and other parties entering into the underwriting agreement for the Hong Kong Public Offering and the underwriting agreement for the International Placing;
- (b) each of such underwriting agreements having become effective and unconditional and not having been terminated by the time and date as specified in those underwriting agreements (in accordance with their respective original terms or as subsequently varied by agreement of the relevant parties); and
- (c) the Listing Committee having granted the approval for the listing of, and permission to deal in, the Shares and such approval or permission not having been revoked prior to the commencement of dealings in the Shares on the Stock Exchange.

RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTOR

The Cornerstone Investor covenants with and undertakes to each of the Company and the Sole Global Coordinator that unless it has obtained the prior written consent of each of the Company and the Sole Global Coordinator, the Cornerstone Investor will not at any time during a period of six months starting from the Listing Date dispose of any legal and beneficial interest in the Shares subscribed for by it under the Cornerstone Placing and any shares or other securities of the Company which are derived from such Shares.