

1. FURTHER INFORMATION**A. Incorporation**

Our Company was established under the PRC laws as a joint stock limited liability company on March 31, 2008 with a registered capital of RMB4,275,000,000.

Our Company has established a place of business in Hong Kong at Rooms 3907-08, 39th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and has been registered as a non-Hong Kong company under Part XI of the Companies Ordinance on September 2, 2013. MA Xiping and KWONG Yin Ping, Yvonne (whose addresses are Room 123, Jiangang Building, Haibin Road, Haigang District, Qinhuangdao, Hebei Province and Flat A, 15/F., Block 2, 7 Tai Hang Road, Causeway Bay, Hong Kong) have been appointed as the authorized representative of our Company for the acceptance of service of process on behalf of our Company in Hong Kong.

As we are incorporated in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of PRC laws and principal regulatory provisions is set out in Appendix V to this prospectus. A summary of our Articles of Association is set out in Appendix VI to this prospectus.

B. Changes in the registered capital of our Company

At the time of the establishment of our Company on March 31, 2008, our registered capital was RMB4,275,000,000, divided into 4,275,000,000 shares with nominal value of RMB1.00 each, all of which were credited as fully paid up.

Immediately upon completion of the Global Offering, the registered capital of our Company will be RMB5,029,412,000, made up of 4,199,559,000 Domestic Shares and 829,853,000 H Shares (including 75,441,000 Sale Shares to be converted from Domestic Shares), with nominal value of RMB1.00 each, assuming the Over-allotment Option is not exercised.

Immediately upon completion of the Global Offering, the registered capital of our Company will be RMB5,142,573,000, made up of 4,188,243,000 Domestic Shares and 954,330,000 H Shares (including 86,757,000 Sale Shares to be converted from Domestic Shares), with nominal value of RMB1.00 each, assuming the Over-allotment Option is exercised in full.

Save as disclosed in this Appendix, there has been no alteration in our registered capital of since our establishment.

C. Resolutions passed at our shareholders' extraordinary general meeting on July 11, 2013

At our shareholders' extraordinary general meeting held on July 11, 2013, among other things, the following resolutions were passed by the Shareholders:

- (a) approving the issue of the H Shares by the Company and the Listing, whereby the number of H Shares to be issued shall not exceed a total of 754,412,000 shares and Joint Bookrunners are granted to exercise the Over-allotment Option of not exceeding 15% of the said H Shares in issue; the issue price of the H Shares will be decided upon completion of the bookbuilding process for the Listing;
- (b) subject to the completion of the Global Offering, the Articles of Association has been approved and adopted, which shall become effective on the Listing Date;
- (c) the Company has granted a general mandate to the Board to issue such number of Domestic Shares and/or H Shares which are less than 20% of the H Shares in issue or

Domestic Shares in issue (as the case may be). Such general mandate will become effective from the Listing Date and ends on the earlier of the date of first annual general meeting of the Company after Listing or the date of shareholders' general meeting on which the Shareholders withdraw or revise the terms of the general mandate; and

- (d) authorizing the Board to handle all matters relating to, among other thing, the issue of the H Shares and the Listing.

2. REORGANIZATION

In preparation for the Global Offering, we underwent the Reorganization, details of which are set out in the section headed "History, Reorganization and Corporate Structure" in this prospectus. As confirmed by King & Wood Mallesons Lawyers, our legal advisor as to PRC laws, we have obtained all necessary approvals from relevant PRC regulatory authorities required for the implementation of the Reorganization. These approvals include:

- (a) on February 28, 2008, People's Government of Hebei Province issued an approval (Ji Zheng Han [2008] 15) approving the Reorganization proposal;
- (b) on March 5, 2008, Hebei SASAC issued an approval (Ji Guo Zi Fa Chan Quan Gu Quan [2008] 16) approving the appraisal report furnished by China Enterprise Appraisals Co., Ltd. (China Enterprise Ping Bao Zi [2008] 025) for the assets which were to be injected into the Company as of June 30, 2007;
- (c) on March 26, 2008, Hebei SASAC issued an approval (Ji Guo Zi Fa Chan Quan Gu Quan [2008] 27) approving the establishment of the Company;
- (d) on March 30, 2008, the Company convened an inaugural meeting;
- (e) on March 31, 2008, the Company registered with Hebei Administration for Industry & Commerce and obtained a business license (Registration No. 130000000019419).

3. FURTHER INFORMATION OF OUR SUBSIDIARIES

The list of our principal subsidiaries (for the purpose of the Hong Kong Listing Rules) as of June 30, 2013 is set out under the financial statements in the Accountants' Report as included in Appendix I to this prospectus. Save as disclosed below, there has been no other alteration in the share capital of any of our principal subsidiaries within the two years preceding the date of this prospectus:

- in February, 2012, our Company, by way of sole capital injection, increased the registered capital of Qinhuangdao Coal Market to RMB3.75 million, following which our shareholding in Qinhuangdao Coal Market increased from 40% to 68%.
- in February, 2012, the registered capital of Cangzhou Bohai was increased from RMB500 million to RMB2.3 billion, and further increased to RMB2.46 billion in April, 2013.
- in September, 2013, our Company, by way of sole capital injection, increased the registered capital of Cangzhou Mineral from RMB100 million to RMB925 million, following which our shareholding in Cangzhou Mineral increased from 70% to 96.76%.

4. FURTHER INFORMATION ABOUT OUR BUSINESS

A. Summary of our material contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of our business) within two years immediately preceding the date of this prospectus which are or may be material:

- (a) the cooperation agreement dated January 9, 2012 entered into between Hebei Iron & Steel Group International Logistics Co., Ltd., Cangzhou Port Group Company Ltd. and our Company pursuant to which the parties agreed to establish a joint venture company with an initial registered capital of RMB50 million (of which 30% of shareholding is held by our Company), which joint venture company shall build four 50,000 tonnes general bulk berths in the Huanghua Port comprehensive zone;
- (b) the cooperation agreement dated January 9, 2012 entered into between Hebei Iron & Steel Group International Logistics Co., Ltd., Cangzhou Port Group Company Ltd. and our Company pursuant to which the parties agreed to establish a joint venture company with an initial registered capital of RMB100 million (of which 70% of shareholding is held by our Company), which company shall build four specialized ore berths with designed annual throughput capacity of 200,000 tonnes in the Huanghua Port comprehensive zone;
- (c) the entrustment loan contract dated October 29, 2012 entered into between Cangzhou Mineral, Cangzhou Bohai and Bank of Communications Co., Ltd. (Cangzhou Branch) pursuant to which Cangzhou Bohai agreed to entrust Bank of Communications Co., Ltd. (Cangzhou Branch) to lend a one year loan of RMB900 million with an annual interest rate of 9.2514% to Cangzhou Mineral;
- (d) the capital contribution agreement dated February 4, 2013 entered into between our Company and Beijing Shougang Resource Recycling Technology Co., Ltd. pursuant to which the parties agreed to establish Tangshan Jingtang Railway with a registered capital of RMB1 billion. Tangshan Jingtang Railway is held as to 20% by our Company and 80% by Beijing Shougang Resource Recycling Technology Co., Ltd. and was planned to be principally engaged in railway transportation of cargo, cargo packaging, storage and dispatch, container shipping and equipment maintenance, according to the agreement;
- (e) the cornerstone investment agreement dated November 19, 2013 and entered into between Zhongrong International Trust Co., Ltd., Citigroup Global Markets Asia Limited and the Company, pursuant to which Zhongrong International Trust Co., Ltd. has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$50 million, rounded down to the nearest whole board lot of 500 H Shares;
- (f) the cornerstone investment agreement dated November 22, 2013 and entered into between China Coal Hong Kong Limited, Citigroup Global Markets Asia Limited and the Company, pursuant to which China Coal Hong Kong Limited has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$40 million, rounded down to the nearest whole board lot of 500 H Shares;
- (g) the cornerstone investment agreement dated November 22, 2013 and entered into between CCCC International Holding Limited, China Merchants Securities (HK) Co., Limited and the Company, pursuant to which CCCC International Holding Limited has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest whole board lot of 500 H Shares;

- (h) the cornerstone investment agreement dated November 22, 2013 and entered into between China Datang Overseas (Hong Kong) Co., Limited, Citigroup Global Markets Asia Limited and the Company, pursuant to which China Datang Overseas (Hong Kong) Co., Limited has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest whole board lot of 500 H Shares;
- (i) the cornerstone investment agreement dated November 21, 2013 and entered into between Guodian Fuel Ltd., UBS AG, Hong Kong Branch and the Company, pursuant to which Guodian Fuel Ltd. has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest whole board lot of 500 H Shares;
- (j) the cornerstone investment agreement dated November 20, 2013 and entered into between Hong Kong Xingyuan Investment & Trading Company Limited, China International Capital Corporation Hong Kong Securities Limited and the Company, pursuant to which Hong Kong Xingyuan Investment & Trading Company Limited has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest whole board lot of 500 H Shares;
- (k) the cornerstone investment agreement dated November 20, 2013 and entered into between Taiping General Insurance Company Limited, China International Capital Corporation Hong Kong Securities Limited and the Company, pursuant to which Taiping General Insurance Company Limited has agreed to acquire at the Offer Price such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest whole board lot of 500 H Shares;
- (l) the non-competition agreement dated July 11, 2013 entered into between HPG and our Company pursuant to which HPG has agreed not to, among other things, engage or participate in any business or activity that competes or is likely to compete with our core business; and
- (m) the Hong Kong Underwriting Agreement.

B. Our intellectual property rights

As of the Latest Practicable Date, our Company has registered or has applied for the following intellectual property rights which are material in relation to our Company's business.

Trademarks

As at the Latest Practicable Date, we have been granted to use the following trademark in the PRC:

No.	Owner	Trademark	Registration Number	Duration	Class
1	HPG		755062	July 7, 2005 — July 6, 2015	39

As at the Latest Practicable Date, we had applied for the registration of the following trademark in Hong Kong:

No.	Owner	Trademark	Registration Number	Application Date	Class
1	HPG		302659195	July 3, 2013	35,37,39

Patents

As at the Latest Practicable Date, we have been granted 24 patents in the PRC, 21 of which fall in the class of Utility Model and 3 of which fall in the class of Invention.

No.	Patent Name	Patentee	Class of Patents	Patent No.	Application Date	Publication Date
1.	皮帶機撕裂檢測裝置 Conveyor tear detection device	The Company	Invention	200810055523.0	2008.07.30	2011.05.04
2.	火車死鉤自動 檢測及報警裝置 Automatic detection and alarm device of fixed hooks on train	The Company	Invention	201110214898.9	2011.07.29	2013.06.26
3.	火車死鉤的檢 測及保護裝置 Detection and protection device of fixed hooks on train	Yanshan University (燕山大學); Ninth Port Branch	Invention	201010242791.0	2010.08.03	2012.10.24
4.	可調式皮帶機 溜槽物料堵塞檢測裝置 Device for detecting clogging of adjustable conveyor belt chute material	The Company	Utility Model	200820078184.3	2008.07.30	2009.09.16
5.	皮帶機轉接塔防溢煤裝置 Coal overflow preventing apparatus of belt conveyer transfer tower	The Company	Utility Model	200820078182.4	2008.07.30	2009.07.01
6.	翻車機料斗移動篦子 Movable grate of tipper hopper	The Company	Utility Model	200820078183.9	2008.07.30	2009.07.01
7.	基於MTS控制的翻車機靠車板的 Vehicle-approaching plate for car dumper based on MTS control	The Company	Utility Model	200820078214.0	2008.08.06	2009.07.29
8.	煤炭堆場水除 塵上位機監控系統 Coal yard water removing dust upper computer monitoring system	The Company	Utility Model	200820078307.3	2008.08.26	2009.06.03
9.	翻車機可調拉杆的改進結構 Improved structure of adjustable pull rod of car tipper	The Company	Utility Model	200920104307.0	2009.08.20	2010.05.12
10.	新型翻車機系統 Novel car dumper system	The Company	Utility Model	200920104306.6	2009.08.20	2010.05.12

No.	Patent Name	Patentee	Class of Patents	Patent No.	Application Date	Publication Date
11.	齒輪-齒條傳動模式的運行位置檢測計數裝置 Running position detecting and counting device with gear-rack transmission mode	The Company	Utility Model	200920254872.5	2009.12.01	2010.09.08
12.	皮帶機工藝擋板 Technical baffle of conveyor belt	The Company	Utility Model	200920254382.5	2009.11.03	2011.01.12
13.	門機繩差調節機構 Gantry crane rope difference adjusting mechanism	The Company	Utility Model	200920254380.6	2009.11.03	2010.07.28
14.	壓套機模具更換小車 Bushing press mold replacing trolley	The Company	Utility Model	200920254871.0	2009.12.01	2010.09.08
15.	大輪單板起重鉗 Bull-wheel single-plate hoisting tongs	The Company	Utility Model	200920254381.0	2009.11.03	2010.07.21
16.	鋼絲繩放繩轉盤 Steel wire rope releasing rotary disk	The Company	Utility Model	200920254379.3	2009.11.03	2010.07.21
17.	雙吊點C型吊具 Double-lifting point C-shaped lifting appliance	The Company	Utility Model	201020653884.8	2010.12.10	2011.06.22
18.	清艙集裝斗 Hold-clearing containing bucket	The Company	Utility Model	201020653881.4	2010.12.10	2011.07.06
19.	鐵路車廂兩端車鉤端連接檢測裝置 Connecting and detecting device for coupler ends at two ends of railway carriage	The Company	Utility Model	201120284633.1	2011.08.08	2012.04.18
20.	用於電氣化鐵路車廂橫樑防碰觸高壓接觸網的檢測裝置 Detecting device for electrified railway carriage crossbeam touch-prevention high-voltage contact net	The Company	Utility Model	201120284635.0	2011.08.08	2012.04.18
21.	堆料機懸臂防碰撞裝置 Stacker cantilever collision preventing apparatus	The Company	Utility Model	201220581597.X	2012.11.07	2013.05.22

No.	Patent Name	Patentee	Class of Patents	Patent No.	Application Date	Publication Date
22.	用於翻車機待卸車皮表層煤炭自燃檢測裝置 Detecting apparatus for coal self-ignition on the surface of car dumper and car waiting for discharging	The Company	Utility Model	201220581852.0	2012.11.07	2013.05.22
23.	翻車機液壓站驅動工藝優化節能裝置 Driving technology optimizing and energy-saving apparatus for car dumper hydraulic station	The Company	Utility Model	201220582286.5	2012.11.07	2013.05.22
24.	定位車驅動組合優化節能裝置 Driving assembly optimizing and energy-saving apparatus for positioning car	The Company	Utility Model	201220582250.7	2012.11.07	2013.05.22

Under PRC laws, a granted invention has a validity period of 20 years from the date of its application and a granted utility model has a validity period of 10 years from the date of its application.

Software Copyrights

As of the Latest Practicable Date, we have 27 computer software copyrights in possession in the PRC, all of which have been granted the registration certificates of computer software copyright.

No.	Name of Software	Licensee	Registration No.	Date of Initial Publication
1	QGXX 港口計劃統計系統 V1.0 QGXX Port Planning Statistics System V1.0	The Company	2009SR08565	2008.08.02
2	QGXX 港關聯動信息交換系統 V1.0 QGXX Port-Customs Information Exchange System V1.0	The Company	2009SR06291	2008.12.16
3	QGXX 路港合署辦公系統 V1.0 QGXX Port-Railway Shared Office System V1.0	The Company	2009SR06288	2008.12.16
4	QGXX 港口船停時指標細化系統 V1.0 QGXX Port Ship Docking Refinement System V1.0	The Company	2009SR08569	2008.07.01
5	QGXX 引航管理信息系統 V1.0 QGXX Pilotage Management Information System V1.0	The Company	2009SR06290	2008.12.16
6	QGXX 企業多級網站管理系統 V1.0 QGXX Enterprise Multilevel Website Management System V1.0	The Company	2009SR08570	2008.09.10
7	QGXX 企業行政事務管理信息系統 V1.0 QGXX Enterprise Administration Management Information System V1.0	The Company	2009SR08567	2008.06.27

No.	Name of Software	Licensee	Registration No.	Date of Initial Publication
8	QGXX 企業在建工程合同管理系統 V1.0 QGXX Enterprise Ongoing Projects Contracts Management System V1.0	The Company	2009SR08566	2008.08.20
9	QGXX 港口供電生產管理信息系統 V1.0 QGXX Port Power Supply & Production Management Information System V1.0	The Company	2009SR08568	2008.06.23
10	QGXX 港口設備潤滑系統 V1.0 QGXX Port Equipment Lubrication System V1.0	The Company	2009SR08571	2008.07.18
11	QGXX 港口企業技改項目申報系統 V1.0 QGXX Port Enterprise Technology Advancement Projects Application System V1.0	The Company	2009SR08572	2008.06.06
12	QGXX 港口生產統計系統 V1.0 QGXX Port Production Statistics System V1.0	The Company	2009SR06289	2008.12.16
13	QGXX 港口煤炭貨運費收系統 V1.0 QGXX Port Coal Freight Charging System V1.0	The Company	2010SR024654	2010.04.01
14	QGXX 企業門戶網站系統 V1.2 QGXX Enterprise Portal Website System V1.2	The Company	2011SR056695	2010.08.12
15	QGXX 港口雜貨生產管理系統 V1.0 QGXX Port General Cargo Production Management System V1.0	The Company	2011SR056694	2010.09.01
16	QGXX 港口作業可視化管理信息系統 V1.0 QGXX Port Operation Visualization Management Information System V1.0	The Company	2011SR056700	2010.06.09
17	QGXX 散雜貨碼頭電子數據交換平臺 V1.0 QGXX E-data Interchange Platform of Bulk Cargo Terminal V1.0	The Company	2011SR056701	2010.12.26
18	QGXX 港口生產調度管理系統 V1.0 QGXX Port Production Coordination Management System	The Company	2011SR056698	2010.12.16
19	QGXX 港口安全教育培訓檔案管理系統 V1.0 QGXX Port Security Training and Records Management System V1.0	The Company	2011SR056699	2010.12.26
20	QGXX 港口企業資產管理系統 1.32 QGXX Port Enterprise Assets Management System 1.32	The Company	2011SR056693	2010.10.30
21	QGXX 帶式輸送機故障分析與預測系統 V1.0 QGXX Conveyor Belt Malfunction Analysis and Prediction System V1.0	The Company	2011SR056697	Unpublished
22	QGXX 科技管理系統 V1.0 QGXX Science and Technology Management System V1.0	The Company	2011SR056696	Unpublished
23	QGXX 港口煤炭生產管理系統 V1.0 QGXX Port Coal Production Management System V1.0	The Company	2012SR016503	2010.11.17

No.	Name of Software	Licensee	Registration No.	Date of Initial Publication
24	QGXX 港口雜貨貨運費收管理信息系統 V1.0 QGXX Port Bulk Cargo Transportation Fees Charging and Management Information System V1.0	The Company	2013SR033071	2011.04.01
25	QGXX 集成化綜合辦公平臺 V1.0 QGXX Integrated and Centralized Office Platform V1.0	The Company	2013SR033020	2013.03.02
26	QGXX 港口公積金管理系統 V1.0 QGXX Port Accumulation Funds Management System V1.0	The Company	2013SR060916	2012.12.01
27	QGXX 港口工作日誌管理信息系統 V1.0 QGXX Port Work Log Management Information System V1.0	The Company	2013SR060787	2012.06.30

Domain Names

As at the Latest Practicable Date, we have registered the following domain names:

Domain Name	Registrant
www.portqhd.com	The Company
www.qhdported.com	The Company
www.秦皇島港EDI.com	The Company
www.秦皇島港股份有限公司.com	The Company
www.秦港股份.com	The Company
www.qhdport.com	The Company

C. Land use rights

As at the Latest Practicable Date, we owned the following land use rights:

No.	Owner of land use right	Land Use Right certificate	Location	Type of land use right	Area of land use right (sq. m.)	Expiration Date	Other rights of use
1	The Company	Qin Ji Guo Yong [2008] Di No. 142	North of Jianshe Avenue	Grant	20,153.54	April 18, 2058	No
2	The Company	Qin Ji Guo Yong [2008] Di No. 121	Beian Road	Grant	7,068.10	April 18, 2058	No
3	The Company	Qin Ji Guo Yong [2008] Di No. 116	North of Jianshe Avenue	Grant	98,207.20	April 18, 2058	No
4	The Company	Qin Ji Guo Yong [2008] Di No. 141	Eastern zone	Grant	263,940.27	April 18, 2058	No
5	The Company	Qin Ji Guo Yong [2008] Di No. 118	Eastern zone	Grant	831,415.59	April 18, 2058	No

APPENDIX VII
STATUTORY AND GENERAL INFORMATION

No.	Owner of land use right	Land Use Right certificate	Location	Type of land use right	Area of land use right (sq. m.)	Expiration Date	Other rights of use
6	The Company	Qin Ji Guo Yong [2008] Di No. 119	Eastern zone	Grant	641,139.42	April 18,2058	No
7	The Company	Qin Ji Guo Yong [2008] Di No. 122	South of Jianshe Avenue	Grant	1,143,839.01	April 18, 2058	No
8	The Company	Qin Ji Guo Yong [2008] Di No. 114	Eastern zone	Grant	390,361.66	April 18, 2058	No
9	The Company	Qin Ji Guo Yong [2013] Di Hai No. 066	Eastern zone	Grant	431,841.65	April 18, 2058	No
10	The Company	Qin Ji Guo Yong [2008] Di No. 132	Eastern zone	Grant	438,213.17	April 18, 2058	No
11	The Company	Qin Ji Guo Yong [2008] Di No. 134	Eastern zone	Grant	752,368.17	April 18, 2058	No
12	The Company	Qin Ji Guo Yong [2008] Di No. 113	Eastern zone	Grant	464,012.10	April 18, 2058	No
13	The Company	Qin Ji Guo Yong [2008] Di No. 117	North of Jianshe Avenue	Grant	13,678.71	April 18, 2058	No
14	The Company	Qin Ji Guo Yong [2008] Di No. 133	Eastern zone	Grant	193,738.66	April 18, 2058	No
15	The Company	Qin Ji Guo Yong [2008] Di No. 140	Haibin Road	Grant	201.06	April 18, 2058	No
16	The Company	Qin Ji Guo Yong [2013] Di Hai No. 067	Eastern zone	Grant	91,965.21	April 18, 2058	No
17	The Company	Qin Ji Guo Yong [2008] Di No. 159	Haibin Road	Grant	19,790.43	April 18, 2058	No
18	The Company	Qin Ji Guo Yong [2008] Di No. 136	Eastern zone	Grant	255,404.93	April 18, 2058	No
19	The Company	Qin Ji Guo Yong [2008] Di No. 135	Eastern zone	Grant	70,672.21	April 18, 2058	No
20	The Company	Qin Ji Guo Yong [2008] Di No. 139	Jianshe Avenue (Eastern zone)	Grant	27,705.30	April 18, 2058	No
21	The Company	Qin Ji Guo Yong [2008] Di No. 112	Eastern zone	Grant	14,026.70	April 18, 2058	No

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STATUTORY AND GENERAL INFORMATION

No.	Owner of land use right	Land Use Right certificate	Location	Type of land use right	Area of land use right (sq. m.)	Expiration Date	Other rights of use
22	Ruigang Company	Qin Ji Guo Yong[2008] Kai Shang No. 021	Unit No. A-303, Fubao Shangcheng	Grant	93.25	March 9, 2044	No
23	Cangzhou Bohai	Cang Bo Guo Yong [2011] Di No. 010	South of Planned Road No. 1 and west of Planned Road No. 12, Bohai New District	Grant	171,150.69	October 28, 2050	No
24	Cangzhou Bohai	Cang Bo Guo Yong [2011] Di No. 011	North of Planned Road No. 1 and west of Planned Road No. 12, Bohai New District	Grant	118,019.68	October 28, 2050	No
25	Cangzhou Bohai	Cang Bo Guo Yong [2011] Di No. 012	North of Planned Road No. 3 and west of Planned Road No. 12, Bohai New District	Grant	54,144.68	October 28, 2050	No
26	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0285	Unit 3, Building No. 9, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	97.80	August 30, 2044	No
27	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0284	Unit 2, Building No. 9, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	97.10	August 30, 2044	No
28	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0283	Unit 1, Building No. 9, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	100.90	August 30, 2044	No
29	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0282	Unit 7, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	100.00	August 30, 2044	No

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No.	Owner of land use right	Land Use Right certificate	Location	Type of land use right	Area of land use right (sq. m.)	Expiration Date	Other rights of use
30	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0281	Unit 6, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	96.20	August 30, 2044	No
31	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0280	Unit 5, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	100.00	August 30, 2044	No
32	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0279	Unit 4, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	99.00	August 30, 2044	No
33	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0278	Unit 3, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	97.30	August 30, 2044	No
34	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0277	Unit 2, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	97.30	August 30, 2044	No
35	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0276	Unit 1, Building No. 8, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	100.80	August 30, 2044	No
36	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0275	Unit 7, Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	99.70	August 30, 2044	No

APPENDIX VII
STATUTORY AND GENERAL INFORMATION

No.	Owner of land use right	Land Use Right certificate	Location	Type of land use right	Area of land use right (sq. m.)	Expiration Date	Other rights of use
37	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0274	Unit 6, Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	96.40	August 30, 2044	No
38	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0273	Unit 5, Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	99.50	August 30, 2044	No
39	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0272	Unit 4 Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	99.30	August 30, 2044	No
40	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0271	Unit 3 Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	97.30	August 30, 2044	No
41	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0270	Unit 3 Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	97.20	August 30, 2044	No
42	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0286	Unit 4, Building No. 9 Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	99.70	August 30, 2044	No
43	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0287	Unit 5, Building No. 9, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	100.30	August 30, 2044	No

APPENDIX VII
STATUTORY AND GENERAL INFORMATION

No.	Owner of land use right	Land Use Right certificate	Location	Type of land use right	Area of land use right (sq. m.)	Expiration Date	Other rights of use
44	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0288	Unit 6, Building No. 9, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	96.60	August 30, 2044	No
45	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0269	Unit 1, Building No. 7, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	101.00	August 30, 2044	No
46	Cangzhou Bohai	Cang Bo Guo Yong [2010] Di No. 0289	Unit 7, Building No. 9, Xinyuan Construction Materials Wholesale Market, Bohai New District	Grant	100.00	August 30, 2044	No

D. Sea area use rights

As of the Latest Practicable Date, along with our subsidiaries, we have eleven sea area use rights with a total gross area of approximately 1,134.13 hectares, all of which are granted the certificates of sea areas use rights.

No.	Proprietor	Sea Area Use Right Certificate	Sea Area (hectare)	Usage Category	Expiration Date
1	The Company	Guo Hai Zheng No. 081100016	42.19	Transportation; Port-related	Oct. 10, 2056
2	The Company	Guo Hai Zheng No. 081310016	422.35	Marine Transportation	Nov. 25, 2052
3	The Company	Guo Hai Zheng No. 081310017	66.15	Marine Transportation	Nov. 24, 2057
4	The Company	Guo Hai Zheng No. 081300013	0.2113	Structures & Non-Permeable Structures	Oct. 31, 2058
5	The Company	Guo Hai Zheng No. 10130058	0.2121	Transportation	Dec. 14, 2060
6	Cangzhou Bohai	Guo Hai Zheng No. 091300006	145.9075	Land Reclamation from Sea, Sea Reclamation by Structures Construction, and Other Open Usage	Mar. 08, 2059
7	Caofeidian Coal	Guo Hai Zheng No. 111100045	251.26	Land Reclamation from Sea; Port Pool	June 16, 2061
8	Cangzhou Bohai	Guo Hai Zheng No. 101300033	50.0094	Land Reclamation from Sea, Sea Reclamation by Permeable Structures	Sep. 27, 2060

No.	Proprietor	Sea Area Use Right Certificate	Sea Area (hectare)	Usage Category	Expiration Date
9	Cangzhou Bohai	Guo Hai Zheng No. 101300027	53.8339	Transportation; Port-related	July 08, 2060
10	Cangzhou Bohai	Guo Hai Zheng No. 2013A13098300828	14.2061	Transportation; Portrelated	Aug. 21, 2063
11	Cangzhou Bohai	Guo Hai Zheng No. 2013A13098300815	87.789	Transportation; Portrelated	Aug. 21, 2063

5. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUPERVISORS

A. Particulars of Directors' and Supervisors' Contracts

Each of the executive Director and non-executive Director, entered into a service contract with our Company on November 11, 2013. The principal particulars of these service agreements are (a) for a term of three years commencing from the date on which the relevant Shareholders' approvals for the appointment were obtained and (b) are subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with our Articles of Association and the applicable rules and regulations.

Each of the Supervisors entered into a contract in respect of, among others, compliance with relevant laws and regulations, observation of the Articles of Association and provision on arbitration with our Company on November 11, 2013.

Save as disclosed above, none of the Directors or Supervisors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

B. Remuneration of Directors and Supervisors

The aggregate amounts of compensation (including fees, salaries, contributions to pension schemes, housing allowances and other allowances, benefits in kind and discretionary bonuses) which were paid to the Directors and Supervisors during the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013, were approximately RMB1,100,000, RMB1,374,000, RMB2,313,000 and RMB1,236,000, respectively.

Save as disclosed above, no other payments have been paid or are payable by us to the Directors and Supervisors in respect of the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013.

There is no arrangement under which any Director has waived or agreed to waive future emoluments, nor has there been any waiver of emoluments by any Director during the current financial year.

Under the existing arrangements currently in force, the aggregate compensation (including remuneration, benefits in kind but excluding discretionary bonuses) payable to the Directors and the Supervisors for the year ending December 31, 2013 are estimated to be approximately RMB2.05 million and RMB1.55 million, respectively.

Each of the Directors and Supervisors is entitled to reimbursement for all reasonable expenses properly incurred in the performance of his or her duties.

6. DISCLOSURE OF INTERESTS

A. Disclosure of Interests of the Directors and Supervisors

Immediately following the completion of the Global Offering, none of our Directors or Supervisors has any interest or short positions in our Shares, underlying shares of equity derivatives and debentures of our Company and its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required to be recorded in the register under Section 352 of the SFO or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Hong Kong Listing Rules.

Up to the Latest Practicable Date, none of the Directors or Supervisors or their respective spouses and children under 18 years of age had been granted by the Company or had exercised any rights to subscribe for shares or debentures of the Company or any of its associated corporations.

B. Disclosure of Interests of Substantial Shareholders' Interest

To the best knowledge of our Directors, the following persons will, immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised), have interests or short position in the Shares or underlying shares which would be required to be disclosed to the Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company:

Shareholder	Nature of interest	Number of shares held after the Global Offering	Approximate percentage of shareholding in the relevant class of Shares after the Global Offering (assuming the Over-allotment Option is not exercised) ⁽¹⁾	Approximate percentage of shareholding in the total share capital of the Company after the Global Offering (assuming the Over-allotment Option is not exercised) ⁽²⁾
HPG ⁽³⁾	Beneficial owner/ Interest of controlled corporation	3,104,314,204 Domestic Shares	73.92%	61.72%
Qinhuangdao SASAC	Beneficial owner/ Interest of controlled corporation	629,824,026 Domestic Shares	15.00%	12.52%

Notes:

(1) The calculation is based on the percentage of shareholding in Domestic Shares (excluding 75,441,000 H Shares to be converted from Domestic Shares) of the Company after the Global Offering.

(2) The calculation is based on the total number of 5,029,412,000 Shares in issue immediately after the Global Offering.

(3) Based on the discussion by the interested parties and the approval by the SASAC, HPG will sell the applicable Sale Shares and remit such proceeds from the sale of the applicable Sale Shares to NSSF on behalf of Daqin Railway.

C. Disclaimers

Save as disclosed in this prospectus:

- (a) none of the Directors, Supervisors or the parties listed in the paragraph headed “Qualification of Experts” of this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which, within the two years immediately preceding the date of this prospectus, have been acquired or disposed of by or leased to our Group or are proposed to be acquired or disposed of by or leased to our Group;
- (b) none of the Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business taken as a whole;
- (c) neither of the parties listed in the paragraph headed “Qualification of Experts” of this Appendix:
 - (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiary; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities;
- (d) none of the Directors or Supervisors is a director or employee of a company which is expected to have an interest in the Shares falling to be disclosed to the Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO once the H Shares are listed on the Hong Kong Stock Exchange;
- (e) as at the Latest Practicable Date, none of the Directors, Supervisors, or their associates, or any Shareholders (who to the knowledge of the Directors owns more than 5% of our issued share capital), had any interest in our top five business customers;
- (f) no amount, securities or benefit has been paid, allotted or given within the two years preceding the date of this prospectus to the promoter nor is any such amount, securities or benefit intended to be paid, allotted or give. None of the Directors is interested in any business which competes or is likely to compete, either directly or indirectly, with our business; and
- (g) none of the Directors or Supervisors has been paid in cash or shares or otherwise by any person in respect of the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013, as an inducement to join or upon joining the Company, or otherwise for services rendered by him in connection with the promotion or formation of our Company.

7. OTHER INFORMATION**A. Estate Duty**

Our Directors have been advised that no material liability for estate duty under the PRC laws is likely to fall on our Company or our subsidiaries.

B. Litigation

As of the Latest Practicable Date, save as disclosed in this prospectus, we are not engaged in any material litigation, arbitration or administrative proceedings which could have a material effect on our financial condition or results of operations. So far as the Directors are aware, no such litigation, arbitration or administrative proceedings of material importance is pending or threatened against the company.

C. Restrictions on Share Repurchases

Please refer to “Appendix V — Summary of Principal Legal and Regulatory Provisions — (vi) Restrictions on purchase and subscription of its own securities” for details.

D. Joint Sponsors

Each of the Joint Sponsors, namely, Citigroup Global Markets Asia Limited, China International Capital Corporation Hong Kong Securities Limited and HSBC Corporate Finance (Hong Kong) Limited satisfies the independence criteria applicable to sponsors pursuant to Rule 3A.07 of the Hong Kong Listing Rules.

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Hong Kong Stock Exchange for listing of, and permission to deal in, our H Shares. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

E. Compliance advisor

We will appoint Citigroup Global Markets Asia Limited as our compliance advisor upon Listing in compliance with Rule 3A.19 of the Hong Kong Listing Rules.

F. Preliminary expenses

The estimated preliminary expenses incurred or to be incurred by our Company are approximately HK\$254.07 million and are payable by our Company.

G. Qualification of experts

The qualifications of the experts, as defined under the Hong Kong Listing Rules, who have given opinions in this prospectus, are as follows:

<u>Name</u>	<u>Qualification</u>
Citigroup Global Markets Asia Limited	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	Licensed to conduct type 1 (dealing in securities), type 2 (dealing in future contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 5 (advising on future contracts) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
HSBC Corporate Finance (Hong Kong) Limited	Licensed to conduct type 6 (advising on corporate finance) regulated activities as defined under the SFO
King & Wood Mallesons Lawyers	PRC legal advisor
Ernst & Young	Certified Public Accountants
Savills Valuation and Professional Services Limited	Independent property valuer and consultant
Drewry Maritime Service (Asia) Pte Ltd	Industry advisor

H. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the H Share register of members of our Company, including in circumstances where such transaction is effect on the Hong Kong Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is HK\$2.00 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see "Appendix IV – Taxation and Foreign Exchange" to this prospectus.

I. No material adverse change

Save as disclosed in this prospectus, our Directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2013.

J. Binding effect

This prospectus shall have the effect, if an application is made in pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

K. Miscellaneous**(1) Information in relation to the Huang Jianhua case*****Facts***

Huang Jianhua (“**Huang**”) was formerly the chairman and general manager of HPG, and from March 2008 to December 2009, was also the chairman of our Company. Upon the restructuring of HPG in 2009, Huang ceased to be the chairman of our Company and also did not hold any position of director, supervisor or senior management of our Company.

On December 4, 2010, Hebei SASAC announced that Huang was subject to serious disciplinary actions due to his breach of laws and regulations. On February 13, 2011, Huang was arrested for suspected bribery. On November 3, 2011, according to the judgment of the Intermediate People’s Court of Zhangjiakou City, Hebei Province, Huang, who illegally abused his official position to facilitate others to receive favorable treatment illegally and accept bribery of over RMB20.23 million and US\$110,000 in exchange for personal gains, was convicted of bribery charges. The court sentenced Huang to death, the execution of which was suspended for two years, and permanent deprivation of his political rights and personal property. Huang served the punishment in accordance to the judgment (the “**Huang case**”).

No Material Impact on our Company

Our Directors are of the view that the Huang case did not have any material impact on our Company for the following reasons:

- (1) Since December 2009, Huang was no longer the chairman of our Company, or did not hold any position of director, supervisor or senior management of our Company. Since the beginning of the Huang case, none of our then and current Directors, Supervisors or senior management was subject to any investigations, any criminal penalty, administrative punishment, or any party disciplinary actions, or was disqualified from their official positions. In addition, all of our Directors, Supervisors and senior management have continued to discharge their duties normally.
- (2) The Huang case was a case involving violation of laws by Huang as an individual. Since the beginning of the Huang case, our Company provided our full cooperation to the relevant government authorities to assist the investigation against Huang. Our Company was not served with any notice or legal document requiring our Company to participate in the legal proceedings of the Huang case, nor was subject to any penalties as a result of the Huang case.
- (3) As the illegal acts of Huang mainly took place prior to 2009 or did not involve our Company, such illegal acts did not materially affect the financial position of our Company during the Track Record Period, and neither was our Company’s ordinary course of business adversely affected.

Corporate Governance Measures

Since the establishment of our Company, we have implemented comprehensive internal control system and measures to ensure sound corporate governance in place for our Company, including measures which (1) clarify authorization and power delegation for each layer of management from shareholder’s meetings, board of directors, chairman of the board to the general manager, (2) ensure secured and proper funds usage, (3) adopt stringent risk control for external investments, (4) strengthen project management for engineering projects, (5) optimize procurement and purchase system and plug the loopholes of the procurement process, (6) enhance the control policy in respect of fund raising, and (7) provide guidance for transactions with related parties.

Since the Huang case, the boards for our Shareholders, Directors, Supervisors and all board committees have been performing their duties and functions as normal. We have not known, or do not know any material change, or impact, on the corporate governance of our Company.

(2) Save as disclosed in this prospectus:

- (a) within the two years immediately preceding the date of this prospectus: (i) we have not issued or agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash and (ii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any of the shares or loan capital of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) there are no founder, management or deferred shares nor any debentures in our Company;
- (d) the Company has no outstanding convertible debt securities or debentures;
- (e) there are no arrangements under which future dividends are waived or agreed to be waived;
- (f) there have been no interruptions in our business which may have or have had a significant effect on the financial position in the last 12 months;
- (g) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought; and
- (h) our Company currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the Sino-Foreign Joint Venture Law of the PRC.

L. Consents

Each of the Joint Sponsors, Ernst & Young, Savills Valuation and Professional Services Limited, King & Wood Mallesons Lawyers, and Drewry Maritime Service (Asia) Pte Ltd, as referred to in the paragraph headed “Qualification of Experts” in this Appendix has given and has not withdrawn their respective written consent to the issue of this prospectus with the inclusion of any of its certificates, letters, opinions or reports and the references to its name included herein in the form and context in which it is included.

M. Promoters

The Promoters of our Company are QPG (which was subsequently renamed to HPG), Daqin Railway, Datong Mine, China Shipping, China Life Investment, Shougang Group, Beijing Enterprises, Qinhuangdao Industrial, Hebei Communications, and Hebei SA Holdings. Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, security or benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the Promoter named above in connection with the Global Offering or the related transactions described in this prospectus.

N. Related party transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this prospectus as mentioned in the section headed “Connected Transactions” in this prospectus and in note 38 of the “Accountants’ Report” in Appendix I to this prospectus.

O. Personal guarantees

The Directors and Supervisors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to us.

P. Particulars of Selling Shareholders

Particulars of the Selling Shareholders are as follows:

Name of the Selling Shareholders	Description	Registered Office	Number of Sale Shares offered in the Global Offering	Number of Sale Shares offered in the Global Offering (assuming full exercise of the Over-allotment Option)
Hebei Port Group Co., Ltd. . . .	PRC corporation	Unit D, Jindao Building, Caofeidian Comprehensive Service Zone (Sanjia), Tangshan, Hebei, PRC	56,533,901	65,013,857
State-owned Assets Supervision and Administration Commission of the People's Government of Qinhuangdao	PRC government	No. 321 Gangcheng Da Road, Haigang District, Qinhuangdao, Hebei, PRC	11,314,208	13,011,327
Hebei Construction & Investment Communications Investment Co., Ltd.	PRC corporation	Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang, Hebei, PRC	3,820,831	4,393,951
China Shipping (Group) Company	PRC corporation	No. 700 Dong Da Ming Road, Shanghai, PRC	754,412	867,573
China Life Investment Holding Company Limited	PRC corporation	11/F, 17 Financial Street, Xicheng District, Beijing, PRC	754,412	867,573
Shougang Group	PRC corporation	Shijingshan Road, Shijingshan District, Beijing, PRC	754,412	867,573

<u>Name of the Selling Shareholders</u>	<u>Description</u>	<u>Registered Office</u>	<u>Number of Sale Shares offered in the Global Offering</u>	<u>Number of Sale Shares offered in the Global Offering (assuming full exercise of the Over-allotment Option)</u>
Beijing Enterprises Group Company Limited	PRC corporation	Room 1701, 4/F, 38 North Dongsanhuan Road, Chaoyang District, Beijing, PRC	754,412	867,573
Datong Coal Mine Group Co., Ltd.	PRC corporation	Xin Ping Wang, Mining District, Datong City, Shanxi, PRC	754,412	867,573

The number of Sale Shares to be sold by the Selling Shareholders will not be more than 86,757,000 (assuming full exercise of the Over-allotment Option).

Q. Bilingual prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

This prospectus is written in the English language and contains a Chinese translation for information purposes only. Should there be any discrepancy between the English language of this prospectus and the Chinese translation, the English language version of this prospectus shall prevail.