
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENT OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Hong Kong Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Listing Rules for the purpose of giving information with regard to our Group. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement in this prospectus misleading.

CBRC AND CSRC APPROVALS

We have obtained approvals from the CBRC and the CSRC for the Global Offering and the making of the application to list the H Shares on the Hong Kong Stock Exchange on May 7, 2013 and October 15, 2013, respectively. In granting such consent, neither the CBRC nor the CSRC accepts any responsibility for the financial soundness of us or for the accuracy of any of the statements made or opinions expressed in this prospectus or in the Application Forms.

UNDERWRITING

The listing of our H Shares on the Hong Kong Stock Exchange is sponsored by China International Capital Corporation Hong Kong Securities Limited, UBS Securities Hong Kong Limited, Morgan Stanley Asia Limited, China Everbright Capital Limited, BNP Paribas Securities (Asia) Limited and BOCI Asia Limited, collectively referred to as our Joint Sponsors.

China International Capital Corporation Hong Kong Securities Limited, UBS AG, Hong Kong Branch, Morgan Stanley Asia Limited and China Everbright Securities (HK) Limited are the joint global coordinators of the Global Offering, collectively referred to as the Joint Global Coordinators.

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters and the International Offering is expected to be underwritten by the International Underwriters subject to agreement on the Offer Price between us (on behalf of ourselves) and the Joint Global Coordinators (on behalf of the Underwriters).

For further details about the Underwriters and the underwriting arrangements, see "Underwriting".

RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

APPLICATION FOR LISTING OF THE SHARES ON THE HONG KONG STOCK EXCHANGE

We have applied to the Listing Committee of the Hong Kong Stock Exchange for the granting of listing of, and permission to deal in, our H Shares, including (i) the Offer Shares; (ii) any H Shares which may be issued pursuant to the exercise of either the Offer Size Adjustment Option or the Over-allotment Option; and (iii) any H Shares converted from state-owned Shares which are to be held by the SSF.

Shares held by Huijin and the SSF may be converted to H shares subject to satisfying certain requirements. See “Share Capital” for further information.

Save for our A Shares listed on the Shanghai Stock Exchange as disclosed in this prospectus, no part of our Shares is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding or dealing in our H Shares, you should consult an expert. It is emphasized that none of us, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Underwriters, their respective directors nor any other person involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding or disposing of our H Shares.

REGISTER OF MEMBERS AND STAMP DUTY

All of the H Shares issued pursuant to applications made in the Global Offering will be registered on our H Share register to be maintained in Hong Kong. Our principal register of members will be maintained by us at our Head Office in the PRC.

Dealings in the H Shares registered in our H Share register will be subject to the Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the H Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the H Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the H Shares.

REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES

Each acquirer of our H Shares agrees with us and each of our Shareholders, and we agree with each Shareholder, to observe and comply with the PRC Company Law, the Special Regulations on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (“Special Regulations”) and our Articles of Association.

Each acquirer of our H Shares agrees with us, each of our Shareholders, Directors, Supervisors, managers and officers and we acting for ourselves and for each of our Directors, Supervisors, managers and officers agree with each of our Shareholders to refer all differences and claims arising from our Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or other relevant laws and administrative regulations concerning our affairs to arbitration in accordance with our Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive. See “Appendix V – Summary of Principal Legal and Regulatory Matters” and “Appendix VI – Summary of Articles of Association” for further information.

Each acquirer of our H Shares agrees with us and each of our Shareholders that the H Shares are freely transferable by the holders thereof.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

Each acquirer of our H Shares authorizes us to enter into a contract on his/her behalf with each of our Directors and officers whereby such Directors and officers undertake to observe and comply with their obligations to our Shareholders as stipulated in our Articles of Association.

DIVIDENDS PAYABLE TO HOLDERS OF H SHARES

Unless determined otherwise by us, dividends payable in Hong Kong dollars in respect of H Shares will be paid to the Shareholders listed on our H Share register in Hong Kong, by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder. The holders of H Shares may be subject to PRC income taxation for the dividends paid to, and gains realized through the sale or transfer by other means of H Shares. For further information, please refer to "Risk Factors – Risks Relating to China – You may be subject to PRC income taxation"

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its conditions, are set out in the section entitled "Structure of the Global Offering" in this prospectus.

OVER-ALLOTMENT AND STABILIZATION

Details with respect to stabilization and the Over-allotment Option are set out in the section entitled "Underwriting" in this prospectus.

CURRENCY TRANSLATIONS

Unless otherwise specified, amounts denominated in RMB and US\$ have been translated, for the purpose of illustration only, into Hong Kong dollars in this prospectus at the following rates:

HK\$1.0000: RMB0.79103	(set by the PBOC for foreign exchange transactions prevailing on November 29, 2013)
HK\$7.7526: US\$1.0000	(the exchange rate set forth in the H.10 weekly statistical release of the Board of Governors of the Federal Reserve System of the United States on November 29, 2013)

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

LANGUAGE

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail. Translated English names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) included in this prospectus and for which no official English translation exists are unofficial translations for your reference only.

ROUNDING

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.