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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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### **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS IN THIS PROSPECTUS**

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to our Company. The Directors, having made all reasonable enquiries, confirm 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 herein or this prospectus misleading.

### **CSRC APPROVAL**

CSRC issued its approval for the Global Offering and our application to list the H Shares on the Stock Exchange on January 17, 2014. In granting such approval, CSRC accepts no responsibility for our financial soundness nor the accuracy of any of the statements made or opinions expressed in this prospectus or the Application Forms.

### **THE HONG KONG PUBLIC OFFERING AND THIS PROSPECTUS**

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. Neither the delivery of this prospectus nor any subscription or acquisition made under it shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information in it is correct as of any subsequent time.

### **UNDERWRITING**

For applicants under the Hong Kong Public Offering, this prospectus and the related Application Forms contain the terms and conditions of the Hong Kong Public Offering. The Global Offering comprises the International Offering of initially 70,002,800 H Shares and the Hong Kong Public Offering of initially 7,778,200 H Shares, each subject to reallocation and adjustment on the basis as described in the section headed "Structure of the Global Offering" in this prospectus.

The Listing is sponsored by the Sole Sponsor and the Global Offering is managed by the Sole Global Coordinator. The Hong Kong Offer Shares are underwritten by the Hong Kong Underwriter pursuant to the Hong Kong Underwriting Agreement. The International Offer Shares are intended to be underwritten by the International Underwriters pursuant to the International Underwriting Agreement, which is expected to be entered into on or around February 28, 2014. Further information regarding the Underwriters and the underwriting arrangements are set out in the section headed "Underwriting" in this prospectus.

### **DETERMINATION OF THE OFFER PRICE**

The Offer Shares are being offered at the Offer Price which will be determined by the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders) on or around February 28, 2014 and in any event no later than March 4, 2014.

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If the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders) are unable to reach an agreement on the Offer Price on or before March 4, 2014, or such later date or time as may be agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders), the Global Offering will not become unconditional and will lapse.

### **INFORMATION ON THE GLOBAL OFFERING**

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the related Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorized in connection with the Global Offering to give any information or to make any representation not contained in this prospectus and the related Application Forms, and any information or representation not contained herein and therein must not be relied upon as having been authorized by the Company, the Selling Shareholders, the Sole Sponsor, the Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager, the Underwriters and any of their respective directors, officers, employees, agents or representatives or any other persons involved in the Global Offering.

### **RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES**

Each person acquiring the Hong Kong Offer Shares will be required to, or be deemed by his/her acquisition of the Hong Kong Offer Shares to, confirm that he/she is aware of the restrictions on offers of the Hong Kong Offer Shares described in this prospectus and the related Application Forms.

No action has been taken to permit a Hong Kong Public Offering of the Offer Shares or the general distribution of this prospectus and/or the related Application Forms in any jurisdiction other than in 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. Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to confirm, or be deemed by his/her acquisition of Hong Kong Offer Shares to confirm, that he/she is aware of the restrictions on offers and sale of the Offer Shares described in this prospectus.

The Hong Kong Offer Shares are offered for subscription solely on the basis of the information contained and representations made in this prospectus and related Application Forms, and on the terms and subject to the conditions set out herein and therein. No person is authorized in connection with the Global Offering to give any information, or to make any

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representation, not contained in this prospectus, and any information or representation not contained in this prospectus must not be relied upon as having been authorized by our Company, the Sole Sponsor, the Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager, the Underwriters, any of their respective directors, officers, employees, agents or representatives or any other persons or parties involved in the Global Offering. For further details of the structure of the Global Offering, including its conditions, and the procedures for applying for Hong Kong Offer Shares, please see the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in this prospectus and the relevant Application Forms.

### **APPLICATION FOR LISTING ON THE STOCK EXCHANGE**

We have applied to the Listing Committee for the listing of, and permission to deal in, the Offer Shares in issue and to be issued pursuant to the Global Offering including (i) any H Shares which may be issued by us pursuant to the Global Offering and the exercise of the Over-allotment Option) and (ii) any Sale Shares.

Dealings in the H Shares on the Stock Exchange are expected to commence on March 6, 2014. Except for our pending application to the Stock Exchange for the listing of, and permission to deal in the H Shares, no part of the Company’s share capital is listed or dealt in on the Stock Exchange or any other stock exchange and no such listing or permission to list is being or is proposed to be sought in the near future. All the Offer Shares will be registered on the H Share Registrar of our Company in order to enable them to be traded on the Stock Exchange.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Potential investors in the Global Offering are recommended to consult their professional advisors if they are in any doubt as to the taxation implications of subscription for, purchasing, holding or disposing of, and/or dealing in the Offer Shares or exercising any rights attached to them. Our Company, the Selling Shareholders, the Sole Sponsor, the Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager, the Underwriters, any of their respective directors, officers, employees, agents or representatives and all other persons or parties involved in the Global Offering do not accept responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchasing, holding, disposing of, or dealing in, the Offer Shares or exercising any rights attached to them.

### **SELLING SHAREHOLDERS**

Details of the Selling Shareholders are set out under the section headed “Appendix VII – Statutory and General Information – Particulars of the Selling Shareholders” in this prospectus.

### **OVER-ALLOTMENT AND STABILIZATION**

Details of the arrangement relating to the Over-allotment Option and stabilization are set out under the section headed “Underwriting” in this prospectus.

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### **PROCEDURE FOR APPLICATION FOR HONG KONG OFFER SHARES**

The procedures for applying for the Hong Kong Offer Shares are set out in the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus and on the related Application Forms.

### **STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING**

Particulars of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering” in this prospectus.

### **H SHARE REGISTER OF MEMBERS AND HONG KONG STAMP DUTY**

All of the H Shares offered pursuant to the Global Offering will be registered on the Company’s H Share register of members to be maintained in Hong Kong by its H Share Registrar, Computershare Hong Kong Investor Services Limited. Our register of members will also be maintained by us at our legal address in the PRC. Dealings in the H Shares registered in our Company’s H Share register of members will be subject to Hong Kong stamp duty.

### **REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES**

We have instructed Computershare Hong Kong Investor Services Limited, our H Share Registrar, and it has agreed, not to register the subscription, purchase or transfer of any H Shares in the name of any particular holder unless and until the holder delivers a signed form to our H Share Registrar in respect of those H Shares bearing statements to the effect that the holder:

- (i) 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, and the Articles of Association;
- (ii) agrees with us, each of our Shareholders, Directors, Supervisors, managers and officers, and each of us acting for ourselves and for each of our Directors, Supervisors, managers and officers agrees with each of our Shareholders to refer all differences and claims arising from the 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 the 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, which arbitration shall be final and conclusive. Please see the sections headed “Appendix V – Summary of Principal PRC and Hong Kong Legal and Regulatory Provisions” and “Appendix VI – Summary of Articles of Association” to this prospectus;
- (iii) agrees with us and each of our Shareholders that the H Shares are freely transferable by the holders thereof; and

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- (iv) authorizes us to enter into a contract on his behalf with each of our Directors, Supervisors and officers whereby such Directors, Supervisors and officers undertake to observe and comply with their obligations to our Shareholders as stipulated in the Articles of Association.

### **H SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the grant of listing of, and permission to deal in, the H Shares on the Stock Exchange and our compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the H Shares to be admitted into CCASS.

### **COMMENCEMENT OF DEALINGS IN THE H SHARES**

Dealings in the H Shares on the Stock Exchange are expected to commence on March 6, 2014. H Shares will be traded in board lots of 100 H Shares each.

### **EXCHANGE RATE CONVERSION**

For exchange rate translations throughout this prospectus, unless otherwise specified, amounts denominated in HK\$, US\$, RMB have been converted, for the purpose of this prospectus, based on the rates set out below (for the purpose of illustration only):

US\$1.0000: HK\$7.7642 (the exchange rate set forth in the H.10 weekly statistical release of the Federal Reserve Board of the United States on January 31, 2014)

HK\$1.0000: RMB0.7862 (set by the PBOC for foreign exchange transactions prevailing on January 30, 2014)

We make no representations and none should be construed as being made, that any of the RMB, HK dollar or U.S. dollar amounts contained in this prospectus could have been or could be converted into amounts of any other currencies at any particular rate or at all on such date or any other date.

### **LANGUAGE**

The English names of PRC nationals, entities, departments, facilities, certificates, titles, laws and regulations and the like are translations of their Chinese names and are included for identification purposes only. If there is any inconsistency, the Chinese name prevails.

### **ROUNDING**

Any discrepancies in any table between totals and sums of amounts listed thereon are due to rounding. Certain amounts and percentage figures included in this prospectus have also been subject to rounding adjustments, or have been rounded to one or two decimal places.