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## STRUCTURE OF THE GLOBAL OFFERING

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### THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offer as part of the Global Offering.

The Global Offering (subject to adjustment and the Over-allotment Option) comprises:

- the Hong Kong Public Offer of 50,000,000 Shares (subject to adjustment as mentioned below) in Hong Kong as described below under “Hong Kong Public Offer”; and
- the International Placing of 450,000,000 Shares (subject to adjustment and the Over-allotment Option as mentioned below), in the United States with QIBs in reliance on Rule 144A or another available exemption from the registration requirements under the U.S. Securities Act, and outside the United States (including to professional, institutional, corporate and other investors whom we anticipate to have a reasonable demand for the Shares in Hong Kong) in offshore transactions in reliance on Regulation S.

Investors may apply for the Hong Kong Offer Shares under the Hong Kong Public Offer or indicate an interest, if qualified to do so, for the International Placing Shares under the International Placing, but may not do both. The Hong Kong Public Offer is open to members of the public in Hong Kong as well as to institutional and professional investors in Hong Kong. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. The International Placing will involve selective marketing of the International Placing Shares to QIBs in the United States in reliance on Rule 144A or another available exemption from the registration requirements under the U.S. Securities Act, as well as to institutional and professional investors and other investors in other jurisdictions outside the United States in reliance on Regulation S. The International Underwriters are soliciting from prospective investors’ indications of interest in acquiring the International Placing Shares in the International Placing. Prospective investors will be required to specify the number of International Placing Shares they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building,” is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offer.

The number of Offer Shares to be offered under the Hong Kong Public Offer and the International Placing respectively may be subject to reallocation as described in the sub-section headed “Pricing and allocation” below.

References in this prospectus to applications, Application Forms, application or subscription monies or the procedure for application related only to the Hong Kong Public Offer.

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### HONG KONG PUBLIC OFFER

#### Number of Offer Shares initially offered

We are initially offering 50,000,000 Offer Shares at the Offer Price, representing approximately 10% of the 500,000,000 Offer Shares initially available under the Global Offering, for subscription by the public in Hong Kong. Subject to the reallocation of Offer Shares between the International Placing and the Hong Kong Public Offer, the number of Offer Shares initially offered under the Hong Kong Public Offer will represent approximately 2.5% of our enlarged issued share capital immediately after completion of the Capitalization Issue and the Global Offering, assuming that the Over-allotment Option is not exercised.

Completion of the Hong Kong Public Offer is subject to the conditions as set out in the sub-section headed “Conditions of the Hong Kong Public Offer” below.

#### Allocation

For allocation purposes only, the Hong Kong Offer Shares initially being offered for subscription under the Hong Kong Public Offer (after taking into account any adjustment in the number of Offer Shares allocated between the Hong Kong Public Offer and the International Placing) will initially be divided equally into two pools (subject to adjustment of odd lot size): Pool A comprises 25,000,000 Hong Kong Offer Shares and Pool B comprises 25,000,000 Hong Kong Offer Shares, both of which are available on an equitable basis to successful applicants. All valid applications that have been received for Hong Kong Offer Shares with a total amount (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) of HK\$5 million or less will fall into Pool A and all valid applications that have been received for Hong Kong Offer Shares with a total amount (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) of more than HK\$5 million and up to the total value of Pool B will fall into Pool B.

Applicants should be aware that applications in Pool A and Pool B are likely to receive different allocation ratios. If Hong Kong Offer Shares in one pool (but not both pools) are under-subscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B but not from both pools and may only apply for Hong Kong Offer Shares in either Pool A or Pool B. In addition, multiple or suspected multiple applications within either pool or in both pools will be rejected. Any application for more than 25,000,000 Hong Kong Offer Shares (being 50% of the initial number of Hong Kong Offer Shares) will be rejected.

#### Reallocation and clawback

The allocation of Offer Shares between the Hong Kong Public Offer and the International Placing is subject to adjustment. Paragraph 4.2 of the Practice Note 18 of the Listing Rules requires a clawback mechanism to be put in place which would have the effect of increasing the number of the Offer Shares in the Hong Kong Public Offer to certain percentages of the total number of Offer Shares offered in the Global Offering if certain prescribed total demand levels are reached. 50,000,000 Offer Shares, representing approximately 10% of the total number of Offer Shares, are initially available in the Hong Kong Public Offer.

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If the number of Offer Shares validly applied for in the Hong Kong Public Offer represents (a) 15 times or more but less than 50 times, (b) 50 times or more but less than 100 times, and (c) 100 times or more, of the number of Offer Shares initially available under the Hong Kong Public Offer, then the total number Offer Shares available under the Hong Kong Public Offer will be increased to 150,000,000, 200,000,000 and 250,000,000 Offer Shares, representing 30% (in the case of (a)), 40% (in the case of (b)) and 50% (in the case of (c)), respectively, of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option). In such cases, the number of Offer Shares allocated to the International Placing will be correspondingly reduced, in such manner as the Joint Sponsors deem appropriate, and such additional Offer Shares will be allocated to Pool A and Pool B.

The Offer Shares to be offered in the Hong Kong Public Offer and the International Placing may, in certain circumstances, be reallocated as between these offerings at the discretion of the Joint Sponsors (for themselves and on behalf of the Underwriters). Subject to the foregoing paragraph, the Joint Sponsors (for themselves and on behalf of the Underwriters) may in their discretion reallocate Shares from the International Placing to the Hong Kong Public Offer to satisfy valid applications under the Hong Kong Public Offer. In addition, if the Hong Kong Public Offer is not fully subscribed, the Joint Sponsors (for themselves and on behalf of the Underwriters) will have the discretion (but shall not be under any obligation) to reallocate to the International Placing all or any unsubscribed Hong Kong Offer Shares in such amounts as they deem appropriate.

### **Applications**

Each applicant under the Hong Kong Public Offer will also be required to give an undertaking and confirmation in the application submitted by him that he and any person(s) for whose benefit he is making the application has not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any International Placing Shares under the International Placing, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or it has been or will be placed or allocated International Placing Shares under the International Placing.

Applicants under the Hong Kong Public Offer are required to pay, on application, the maximum Offer Price of HK\$4.80 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%. If the Offer Price, as finally determined on the Price Determination Date, is lower than HK\$4.80, being the maximum Offer Price, we will refund the respective difference (including brokerage, the SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) to successful applicants, without interest. Further details are set out in "How to Apply for the Hong Kong Offer Shares" of this prospectus.

If, for any reason, we and the Joint Sponsors (on behalf of the Underwriters) are unable to reach agreement on the Offer Price on or before March 11, 2014, the Global Offering will not proceed and will lapse.

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### INTERNATIONAL PLACING

#### Number of Offer Shares offered

The number of Offer Shares to be initially offered for subscription under the International Placing will be 450,000,000 Offer Shares (subject to adjustment and the Over-allotment Option) representing approximately 90% of the Offer Shares under the Global Offering and approximately 22.5% of our enlarged issued share capital immediately after the Capitalization Issue and the Global Offering assuming that the Over-allotment Option is not exercised. The International Placing is subject to the Hong Kong Public Offer becoming unconditional.

#### Allocation

Pursuant to the International Placing, the International Placing Shares will be conditionally placed new shares on behalf of our Company by the International Underwriters or through selling agents appointed by them. International Placing Shares will be selectively placed with certain professional and institutional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S and in the United States to QIBs as defined in Rule 144A.

Allocation of Offer Shares pursuant to the International Placing will be effected in accordance with the “book-building” process described in the sub-section headed “Pricing and Allocation” below and based on a number of factors, including the level and timing of demand, total size of the relevant investor’s invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to buy further, and/or hold or sell, Shares, after the listing of our Shares on the Stock Exchange. Such allocation is intended to result in a distribution of the Shares on a basis which would lead to the establishment of a solid shareholder base to the benefit of our Company and our shareholders as a whole.

The Joint Sponsors (for themselves and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Placing and who has made an application under the Hong Kong Public Offer to provide sufficient information to the Joint Sponsors (for themselves and on behalf of Underwriters) so as to allow them to identify the relevant applications under the Hong Kong Public Offer and to ensure that they are excluded from any application of Offer Shares under the Hong Kong Public Offer.

#### Reallocation

The total number of Offer Shares to be issued or sold pursuant to the International Placing may change as a result of the clawback arrangement described in the sub-section headed “Hong Kong Public Offer—Reallocation” above, the exercise of the Over-allotment Option in whole or in part described in the sub-section entitled “Over-allotment Option,” and any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offer and/or any Offer Shares from the International Placing to the Hong Kong Public Offer at the discretion of the Joint Sponsors (for themselves and on behalf of the Underwriters).

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### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and the Offer Shares being offered under the Global Offering (including the additional Shares which may be made available under the exercise of the Over-allotment Option) (subject to allotment only), Shares to be issued under Capitalization Issue and Shares which may be issued on the exercise of any options which may be granted the Share Option Scheme.

Save as disclosed in this prospectus, no part of our Share or loan capital 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.

### OVER-ALLOTMENT OPTION

In connection with the Global Offering, we expect to grant the Over-allotment Option to the International Underwriters, exercisable by the Stabilizing Manager or its agent on behalf of the International Underwriters at any time from the date of the International Placing Agreement up to (and including) the date which is the 30th day after the last date for lodging of Application Forms under the Hong Kong Public Offer. Under the Over-allotment Option, the Stabilizing Manager or its agent will have the right to require us to allot and issue up to an aggregate of 75,000,000 additional new Offer Shares representing in aggregate approximately 15% of the Offer Shares initially available under the Global Offering to, among other things, cover over-allocations in the International Placing, if any. If the Over-allotment Option is exercised in full, the additional Offer Shares will represent approximately 3.61% of our enlarged issued share capital following the completion of the Capitalization Issue, the Global Offering and the exercise of the Over-allotment Option. These Shares will be issued at the Offer Price. An announcement will be made if the Over-allotment Option is exercised.

### STOCK BORROWING ARRANGEMENT

In order to facilitate the settlement of over-allocations in connection with the Global Offering, the Stabilizing Manager may choose to borrow, whether on its own or through its affiliates, up to 75,000,000 Shares, representing 15% of the Offer Shares, from Joywise pursuant to the Stock Borrowing Agreement (being the maximum number of Offer Shares which may be issued upon exercise of the Over-allotment Option), or acquire Shares from other sources, including the exercising the Over-allotment Option.

The stock borrowing arrangement (if entered into) will not be subject to the restrictions of Rule 10.07(1)(a) of the Listing Rules provided that the requirements set forth in Rule 10.07(3) of the Listing Rules are to be complied with as follows:

- the stock borrowing arrangement will only be effected for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option;
- the maximum number of Shares borrowed under the Stock Borrowing Agreement will be limited to the maximum number of Shares which may be issued upon exercise of the Over-allotment Option, i.e., 75,000,000 Shares;

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- the same number of Shares so borrowed must be returned to Joywise on or before the third Business Day following the earlier of (i) the last day on which the Over-allotment Option may be exercised, or (ii) the day on which the Over-allotment Option is exercised in full;
- the stock borrowing arrangement will be effected in compliance with all applicable laws, listing rules and regulatory requirements; and
- no payment will be made to Joywise in relation to the stock borrowing arrangement.

### PRICING AND ALLOCATION

#### Determining the Offer Price

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring Offer Shares in the International Placing. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Placing they would be prepared to acquire either at different prices or at a particular price. This process, known as "book-building," is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offer.

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or about Thursday, March 6, 2014 and in any event on or before Tuesday, March 11, 2014, or such other date as agreed between the parties, by agreement between the Joint Sponsors (for themselves and on behalf of the Underwriters) and our Company and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

#### Offer Price Range

The Offer Price per Offer Share under the Hong Kong Public Offer will be identical to the offer price per Offer Share under the International Placing based on the Hong Kong dollar price per Offer Share under the International Placing, as determined by the Joint Sponsors (for themselves and on behalf of the Underwriters), and our Company.

The Offer Price will not be more than HK\$4.80 per Offer Share and is expected to be not less than HK\$4.00 per Offer Share, unless otherwise announced no later than the morning of the last day for lodging applications under the Hong Kong Public Offer, as further explained below. Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative offer price range stated in this prospectus.

#### Price Payable on Application

Applicants under the Hong Kong Public Offer are required to pay, on application, the maximum Offer Price of HK\$4.80 per each Hong Kong Offer Share (plus 1% brokerage, 0.003% SFC transaction levy and

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0.005% Stock Exchange trading fee). If the Offer Price is less than HK\$4.80, appropriate refund payments (including the brokerage, SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies, without any interest) will be made to successful applications.

If, for any reason, our Company and the Joint Sponsors (for themselves and on behalf of the Underwriters) are unable to reach agreement on the Offer Price on or before Tuesday, March 11, 2014, or such other date as agreed between parties, the Global Offering will not proceed and will lapse.

### **Reduction in Indicative Offer Price Range and/or Number of Offer Shares**

The Joint Sponsors, for themselves and on behalf of the Underwriters, may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such case, we will, 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 Offer, cause to be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ss100.com.cn](http://www.ss100.com.cn) notices of the reduction. Upon issue of such a notice, the revised number of Offer Shares and/or indicative Offer Price range will be final and conclusive and the Offer Price, if agreed upon by the Joint Sponsors (for themselves and on behalf of the Underwriters), and our Company, will be fixed within such a revised Offer Price range. Such notice will also include confirmation or revision, as appropriate, of the working capital statement and the Global Offering statistics as currently set out in the prospectus, use of proceeds, and any other financial information which may change materially as a result of such reduction.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the indicative Offer Price range may not be made until the day which is the last day for lodging applications under the Hong Kong Public Offer. In the absence of any such notice so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon by the Joint Sponsors (for themselves and on behalf of the Underwriters), and our Company, will under no circumstances be set outside the offer price range as stated in this prospectus.

In the event of a reduction in the number of Offer Shares, the Joint Sponsors (for themselves and on behalf of the Underwriters) may, at their discretion, reallocate the number of Offer Shares to be offered in the Hong Kong Public Offer and the International Placing, provided that the number of Offer Shares comprised in the Hong Kong Public Offer shall not be less than 10% of the total number of Offer Shares available under the Global Offering (assuming the Over-allotment Option is not exercised). The Offer Shares to be offered in the Hong Kong Public Offer and the Offer Shares to be offered in the International Placing may, in certain circumstances, be reallocated between these offerings at the discretion of the Joint Sponsors (for themselves and on behalf of the Underwriters).

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### Announcement of Offer Price and Basis of Allocations

The final Offer Price, the level of indications of interest in the Global Offering, the results of allocations and the basis of allotment of the Hong Kong Offer Shares are expected to be announced on Wednesday, March 12, 2014 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of our Company at [www.ss100.com.cn](http://www.ss100.com.cn).

### CONDITIONS OF THE HONG KONG PUBLIC OFFER

Acceptance of all applications for Offer Shares will be conditional, among other things, on:

- (a) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the Global Offering (including the additional Shares which may be available pursuant to the exercise of the Over-allotment Option, Shares to be issued under the Capitalization Issue and Shares which may be issued on the exercise of any options which may be granted under the Share Option Scheme), and such listing and permission not subsequently having been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- (b) the Offer Price having been duly agreed between us and the Joint Sponsors (for themselves and on behalf of the Underwriters);
- (c) the execution and delivery of the International Placing Agreement on the Price Determination Date; and
- (d) the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement and the obligations of the International Underwriters under the International Placing Agreement becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event no later than Saturday, March 29, 2014 (i.e., the 30th day after the date of this prospectus).

If, for any reason, the Offer Price is not agreed between our Company and the Joint Sponsors (for themselves and on behalf of the Underwriters) on or before Tuesday, March 11, 2014, or such other date as agreed between parties, the Global Offering will not proceed and will lapse immediately.

The consummation of each of the Hong Kong Public Offer and the International Placing is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with their respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong

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Kong Public Offer will be published by our Company in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the websites of Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at [www.ss100.com.cn](http://www.ss100.com.cn) on the next Business Day following such lapse. In such eventuality, all application monies will be returned, without interest, on the terms set out in the section headed “How to Apply for the Hong Kong Offer Shares—Dispatch/Collection of Share Certificates and Refund Monies.” In the meantime, all application monies will be held in separate bank account(s) with the receiving bank or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects, and (ii) the right of termination as described in the section headed “Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offer—Grounds for termination” has not been exercised.

### DEALING ARRANGEMENTS

**Assuming that the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on March 13, 2014, it is expected that dealings in Shares on the Stock Exchange will commence at 9:00 a.m. on March 13, 2014.**

### SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the 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 Shares on the Stock Exchange or any other date HKSCC chooses. 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.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

### UNDERWRITING ARRANGEMENTS

The Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement, subject to agreement on the Offer Price between the Joint Sponsors (on behalf of the Underwriters) and us on the Price Determination Date.

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We expect that we will, on or about March 6, 2014, shortly after determination of the Offer Price, enter into the International Placing Agreement relating to the International Placing.

The terms of the underwriting arrangements, the Hong Kong Underwriting Agreement and the International Placing Agreement are summarized in the section entitled “Underwriting” in this prospectus.