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## CORNERSTONE INVESTORS

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### THE CORPORATE PLACING

We have entered into cornerstone investment agreements with the following cornerstone investors (the “Cornerstone Investors”), who have agreed to subscribe at the Offer Price for such number of Shares that may be purchased with an aggregate amount of US\$28 million. Based on the Offer Price of HK\$3.61 per Offer Share, the total number of Shares to be subscribed for by the Cornerstone Investors would be 60,139,000 Shares (rounded down to the nearest whole board lot of 1,000 Shares), representing approximately 40.09% of our Offer Shares and approximately 10.02% of our total issued share capital upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised). The Cornerstone Investors are independent from our Company, their connected persons and their respective associates and are independent from each other. The Cornerstone Investors will not subscribe for any Shares under the Global Offering other than pursuant to the relevant cornerstone investment agreements. Immediately following the completion of the Global Offering, the Cornerstone Investors will not have any board representation in our Company, nor will the Cornerstone Investors become substantial Shareholders of our Company. The shareholdings of the Cornerstone Investors will be counted towards the public float of our Shares.

The cornerstone placing forms part of the International Offering. The Shares to be purchased by the Cornerstone Investors will not be affected by any reallocation of the Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the section entitled “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus. Details of the allocations to the Cornerstone Investors will be disclosed in the announcement of results of allocations in the Hong Kong Public Offering to be published on May 14, 2014.

### OUR CORNERSTONE INVESTORS

Our Cornerstone Investors are set out below:

#### **CIG Trustees Limited**

CIG Trustees Limited (“**CIG**”) has agreed to subscribe for such number of Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of US\$10 million at the Offer Price. Based on the Offer Price of HK\$3.61 per Offer Share, CIG will subscribe for 21,478,000 Shares, representing approximately 14.32% of the Shares to be issued pursuant to the Global Offering and approximately 3.58% of our total issued share capital upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

CIG is a company incorporated in Hong Kong, and principally engaged in trust business. Its ultimate controlling shareholder is China Taiping Insurance Group Co. (“**China Taiping**”). China Taiping is a PRC state-owned financial and insurance group, and is currently the longest standing national brand in China’s insurance industry. Its business covers life insurance, general insurance, pension plans, reinsurance, securities brokerage, asset management and non-financial investment, and its operations have presence in many countries and regions including the PRC, Hong Kong, Macau, Europe, Oceania, East Asia and Southeast Asia.

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### **Beijing Hua Yuan Ying Fu Investment Co., Ltd.**

Beijing Hua Yuan Ying Fu Investment Co., Ltd. (“**Beijing Huayuan**”) has agreed to subscribe for such number of Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of US\$10 million at the Offer Price. Based on the Offer Price of HK\$3.61 per Offer Share, Beijing Huayuan will subscribe for 21,478,000 Shares, representing approximately 14.32% of the Shares to be issued pursuant to the Global Offering and approximately 3.58% of our total issued share capital upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

Beijing Huayuan is a company incorporated in the PRC and is wholly owned by Beijing Yun Tong Guo Rong Investment Co., Ltd.. Its business covers project investment, assets management and management consulting.

### **GAC Capital Co., Ltd.**

GAC Capital Co., Ltd. (“**GAC Capital**”) has agreed to subscribe for such number of Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of US\$8 million at the Offer Price. Based on the Offer Price of HK\$3.61 per Offer Share, GAC Capital will subscribe for 17,183,000 Shares, representing approximately 11.46% of the Shares to be issued pursuant to the Global Offering and approximately 2.86% of our total issued share capital upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

GAC Capital is a wholly owned subsidiary of Guangzhou Automobile Group Co., Ltd. (“**Guangzhou Automobile**”) established in April 2013. GAC Capital is mainly engaged in venture capital, private equity and securities investments, and provides corporate financing services to Guangzhou Automobile for its real estate investments.

## **CONDITIONS PRECEDENT**

The subscription obligation of each of the Cornerstone Investors is subject to, among other things, the following conditions precedent:

- (1) the Hong Kong Underwriting Agreement and the International Underwriting Agreement having been entered into and having become effective and unconditional (in accordance with their respective original terms, as subsequently varied by agreement of the parties thereto or waived, to the extent it may be waived, by the relevant parties) by no later than the time and date as specified in such agreements;
- (2) the Listing Committee of the Hong Kong Stock Exchange having granted approval for the listing of, and permission to deal in, the Shares and such approval or permission not having been revoked;
- (3) neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement has been terminated;

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- (4) the respective representations, warranties, undertakings and acknowledgements of the respective Cornerstone Investor and the Company are and will be (as of the closing of the respective cornerstone investment agreement) accurate and true and not misleading and there being no material breach of the cornerstone investment agreement on the part of the respective Cornerstone Investor; and
- (5) no laws shall have been enacted or promulgated, which prohibit the consummation of the transactions contemplated in the Hong Kong Public Offering, the International Offering or in the relevant cornerstone investment agreement and no order or injunction of a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions.

### **RESTRICTIONS ON THE CORNERSTONE INVESTORS' INVESTMENT**

Each of Cornerstone Investors has agreed that, without the prior written consent of our Company and certain Underwriter(s) or their respective representatives, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date, dispose of (as defined in the relevant cornerstone investment agreement) any of the Shares subscribed for by it pursuant to the relevant cornerstone investment agreement, other than transfers to any wholly-owned subsidiary of such Cornerstone Investor provided that such wholly-owned subsidiary undertakes in writing to, and such Cornerstone Investor undertakes to procure that such wholly-owned subsidiary will, abide by the restrictions on disposals imposed on such Cornerstone Investor.