TAXATION

The taxation of income and capital gains of holders of H Shares is subject to PRC laws and practices and the laws and practices of jurisdictions in which holders of H Shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current law and practice, is subject to change and does not constitute legal or tax advice. The discussion does not deal with all possible tax consequences relating to an investment in the H Shares. Accordingly, you should consult your own tax advisor regarding the tax consequences of an investment in the H Shares. The discussion is based upon laws and relevant interpretations in effect as of the date of this prospectus, all of which are subject to change.

PRC

The following is a summary of certain PRC tax provisions relating to the ownership and disposition of H Shares purchased in connection with the Global Offering and held by investors as capital assets. This summary does not purport to address all material tax consequences of the ownership of H Shares, and does not take into account the specific circumstances of any particular investor. This summary is based on PRC tax laws as in effect on the date of this prospectus, as well as on the Treaty between the United States of America and the PRC for the Avoidance of Double Taxation (the "Treaty"), all of which are subject to change (or changes in interpretation), possibly with retroactive effect.

Taxation of Dividends

Individual investors. According to the Provisional Regulations Concerning Questions of Taxation on Enterprises Experimenting with the Share System (the "Provisional Regulations"), and the PRC Individual Income Tax Law, as amended on October 31, 1993, August 30, 1999 and October 27, 2005 (the "Individual Income Tax Law"), dividends paid by PRC companies are ordinarily subject to a PRC withholding tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from a PRC company is normally subject to a withholding tax of 20% unless reduced by an applicable tax treaty or specifically exempted by the tax authority of the State Council. However, the Notice of State Administration of Taxation Concerning the Taxation of Gains on Transfer and Dividends from Share (Equities) Received by Foreign Investment Enterprises, Foreign Enterprises and Foreign Individuals (the "Tax Notice"), issued on July 21, 1993, states that dividends paid by a PRC company to individuals with respect to shares listed on an overseas stock exchange, or overseas shares, such as H Shares, are not subject to the PRC withholding tax. In the past, the relevant tax authority has not collected withholding tax on dividend payments on overseas shares, including H Shares of other PRC companies.

The Amendments to the PRC Individual Income Tax Law (the "Amendments"), promulgated on October 31, 1993, state that they shall supersede the provisions of any contradictory prior administrative regulations concerning individual income tax. Under the requirements of the Amendments and the amended Individual Income Tax Law, foreign individuals are subject to withholding tax on dividends paid by a PRC company at a rate of 20% unless specifically exempted by the tax authority of the State Council. However, in a letter dated July 26, 1994 to the former State Commission for Restructuring the Economic System, the Securities Commission and the CSRC, the State Administration of Taxation reiterated the temporary tax exemption stated in the Tax Notice for dividends received from a PRC company listed overseas. In the event that this letter is withdrawn, a 20% withholding tax may be levied on dividends in accordance with the Provisional Regulations, the

Amendments and the Individual Income Tax Law. The withholding tax may be reduced under an applicable treaty for avoidance of double-taxation.

Enterprises. According to the PRC Income Tax Law Concerning Foreign Investment Enterprises and Foreign Enterprises, dividends paid by PRC companies to enterprises are ordinarily subject to a PRC withholding tax levied at a flat rate of 20%. However, according to the Tax Notice, a foreign enterprise with no establishment in the PRC receiving dividends paid with respect to a PRC company's overseas shares temporarily will not be subject to the 20% withholding tax. If the withholding tax applies in the future, the rate could be reduced under an applicable treaty for avoidance of double-taxation.

Tax treaties. Investors who do not reside in the PRC and reside in countries that have entered into treaties for the avoidance of double-taxation with China may be entitled to a reduction of the withholding tax imposed on the payment of dividends to holders of H Shares who do not reside in PRC. China currently has treaties for the avoidance of double-taxation with a number of countries, including Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States.

Under the Treaty, the PRC government may tax a dividend paid to a U.S. Beneficial Owner of our H Shares (as defined below) up to a maximum of 10% of the gross amount of the dividend. A "U.S. Beneficial Owner" is a holder of our H Shares that (i) is a resident of the United States for the purposes of the Treaty, (ii) does not maintain a permanent establishment or fixed place in the PRC to which H Shares are attributable and through which the beneficial owner of the H Shares carries on or has carried on business (or, in the case of an individual, performs or has performed independent personal services) and (iii) is not otherwise ineligible for benefits under the Treaty with respect to income and gains derived in connection with the H Shares.

Taxation of Capital Gains

The Tax Notice provides that gains realized by enterprises that are holders of overseas shares would, temporarily, not be subject to capital gains taxes. With respect to individual holders of H Shares, the Individual Income Tax Law and the Provisions for Implementation of Individual Income Tax Law of China (the "Provisions"), issued on January 28, 1994 and amended on December 19, 2005, stipulate that gains realized on the sale of equity shares will be subject to income tax at a rate of 20% on the gains, and empower the Ministry of Finance to draft detailed tax rules on the mechanism for collecting such tax. However, no income tax on gains realized on the sale of equity shares has been collected. Gains on the sale of shares of a listed company by individuals are temporarily exempted from individual income tax pursuant to the Notice issued by the SAT dated March 30, 1998. In the event this temporary exemption is withdrawn or ceases to be effective, individual holders of H Shares may be subject to capital gains tax at the rate of 20% unless such tax is reduced or eliminated by an applicable treaty for the avoidance of double-taxation. It is arguable that under the Treaty, the PRC government may only impose taxes on gains from the sale or disposition of our H Shares by a U.S. Beneficial Owner holding 25% or more of our stock, but this position is uncertain and the PRC authorities may take a different point of view.

On November 18, 2000, the State Council issued a notice entitled State Council Notice on the Income Tax Reduction for Interest and Other Income that Foreign Enterprises Derive in China (the "Tax Reduction Notice"). Under the Tax Reduction Notice, beginning January 1, 2001, enterprise income tax at a reduced 10% rate will apply to interest, rental, license fees and other income obtained in the PRC by foreign enterprises without agencies or establishment in the PRC, or by foreign enterprises without any substantive relationship with their agency or establishment in the PRC. Therefore, if the temporary exemption pursuant to the Notices issued by the SAT as described in the preceding paragraph does not apply or is not renewed, and the Tax Reduction Notice does not apply or is not renewed, a foreign enterprise holding H Shares may be subject to a 20% tax on capital gains, unless reduced by an applicable treaty for the avoidance of double-taxation.

Additional Chinese Tax Considerations

Stamp duty. The PRC stamp duty imposed on the transfer of shares of PRC publicly traded companies under the Provisional Regulations should not apply to the acquisition and disposal by non-PRC investors of H Shares outside of the PRC by virtue of the PRC Provisional Regulations Concerning Stamp Duty, which became effective on October 1, 1988 and provides that stamp duty is imposed only on documents executed or received within the PRC that are legally binding in the PRC and are protected under PRC law.

Estate tax. No liability for PRC estate tax will arise from non-PRC nationals holding H Shares.

Hong Kong

Tax on Dividends

No tax is payable in Hong Kong in respect of dividends paid by the Company.

Tax on Gains from Sale

No tax is imposed in Hong Kong in respect of capital gains. However, trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where the gains are derived from or arise in Hong Kong from the trade, profession or business will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 17.5% on corporations and at a maximum rate of 16% on individuals.

Trading gains from sales of H Shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of H Shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

Stamp duty

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.1% on the higher of the consideration for or the market value of the H Shares, will be payable by the purchaser on every purchase and by the seller on every sale of H Shares (in other words, a total of 0.2% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed duty of HK$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If stamp duty is not paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

Estate Duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 abolished estate duty in respect of deaths occurring on or after February 11, 2006.

FOREIGN EXCHANGE CONTROL

The lawful currency of the PRC is the Renminbi, which is subject to foreign exchange controls and is not freely convertible into foreign exchange. The SAFE, under the authority of the PBOC, is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange control regulations.

In 1994, the conditional convertibility of Renminbi in current account items was implemented and the official Renminbi exchange rate and the market rate for Renminbi was unified. On January 29, 1996, the State Council promulgated the amended Regulations of the People's Republic of China for the Control of Foreign Exchange, on the Control of Foreign Exchange Regulations, which became effective on April 1, 1996. The Control of Foreign Exchange Regulations classify all international payments and transfers into current account items and capital account items. Current account items are not subject to SAFE approval while capital account items are. The Control of Foreign Exchange Regulations were subsequently amended on January 14, 1997, to affirmatively state that the State shall not restrict international current account payments and transfers.

On June 20, 1996, the PBOC promulgated the Regulations for Administration of Settlement, Sale and Payment of Foreign Exchange (the "Settlement Regulations"), which became effective on July 1, 1996. The Settlement Regulations abolish the remaining restrictions convertibility of foreign exchange in respect of current account items while retaining the existing restrictions on foreign exchange transactions in respect of capital account items.

On January 1, 1994, the former dual exchange rate system for Renminbi was abolished and replaced by a controlled floating exchange rate system, which was determined by demand and supply. The PBOC set and published daily the RMB-U.S. dollar base exchange rate. This exchange rate was determined with reference to the transaction price for RMB-U.S. dollar in the inter-bank foreign exchange market on the previous day. The PBOC also, with reference to exchange rates in the international foreign exchange markets, announced the exchange rates of Renminbi against other major currencies. In foreign exchange transactions, designated foreign exchange banks could, within a specified range, freely determine the applicable exchange rate in accordance with the exchange rate announced by the PBOC.

The PBOC announced in 2005 that, beginning from July 21, 2005, China will implement a regulated and managed floating exchange rate system based on market supply and demand by reference to a basket of currencies. The Renminbi exchange rate is no longer pegged to the U.S. dollar. The PBOC will announce the closing price of a foreign currency such as the U.S. dollar traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, setting the central parity for trading of the Renminbi on the following working day.

All foreign exchange income (except such amount of foreign exchange income which is permitted to be retained and deposited into foreign exchange accounts at the designated foreign exchange banks) generated from current account transactions of Chinese enterprises (including foreign-invested enterprises) should be sold to designated foreign exchange banks. Foreign exchange income from loans issued by organizations outside the territory or from the issuance of bonds and shares (for example foreign exchange income received by us from the sale of shares overseas) is not required to be sold to designated foreign exchange banks, but may be deposited into foreign exchange accounts at the designated foreign exchange banks.

Chinese enterprises (including foreign-invested enterprises) which require foreign exchange for transactions relating to current account items, may, without the approval of SAFE, effect payment from their foreign exchange accounts at the designated foreign exchange banks, on the strength of valid receipts and proof. Foreign-Invested enterprises which need foreign exchange for the distribution of profits to their shareholders, and Chinese enterprises which in accordance with regulations are required to pay dividends to shareholders in foreign exchange (like us), may on the strength of board resolutions on the distribution of profits, effect payment from their foreign exchange accounts or convert and pay at the designated foreign exchange banks.

Convertibility of foreign exchange in respect of capital account items, including direct investments and capital contributions, is still subject to restrictions, and prior approval from SAFE must be obtained.

Dividends to holders of H Shares are declared in Renminbi but must be paid in Hong Kong dollars.