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## TERMS AND CONDITIONS OF THE HONG KONG PUBLIC OFFERING

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### 1. GENERAL

- (a) If you apply for the Hong Kong Public Offer Shares in the Hong Kong Public Offering, you will be agreeing with our Company and the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) on the terms as set out below.
- (b) If you electronically instruct HKSCC via CCASS to cause HKSCC Nominees to apply for the Hong Kong Public Offer Shares on your behalf, you will have authorized HKSCC Nominees to apply on the terms and conditions set out below, as supplemented and amended by the terms and conditions applicable to the relevant application method.
- (c) If you give **electronic application instructions** to the **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk**, you will have authorized the **White Form eIPO** Service Provider to apply on the terms and conditions set out below, as supplemented and amended by the terms and conditions applicable to the **White Form eIPO** service.
- (d) In this section, references to “you,” “applicants,” “joint applicants” and other like references shall, if the context so permits, include references to both nominees and principals on whose behalf HKSCC Nominees or the **White Form eIPO** Service Provider is applying for the Hong Kong Public Offer Shares; and references to the making of an application shall, if the context so permits, include references to making applications electronically by giving instructions to HKSCC or by giving an application to the **White Form eIPO** Service Provider through the designated website for the **White Form eIPO** service.
- (e) Applicants should read this prospectus carefully, including other terms and conditions of the Hong Kong Public Offering, the paragraph headed “The Hong Kong Public Offering” in the section headed “Structure of the Global Offering” and in the section headed “How to Apply for Hong Kong Public Offer Shares” in this prospectus and the terms and conditions set out in the relevant Application Form or imposed by HKSCC and/or the **White Form eIPO** Service Provider (as the case may be) prior to making an application for the Hong Kong Public Offer Shares.

### 2. OFFER TO PURCHASE THE HONG KONG PUBLIC OFFER SHARES

- (a) You offer to purchase from our Company at the Offer Price the number of the Hong Kong Public Offer Shares indicated in your Application Form (or any smaller number in respect of which your application is accepted) on the terms and conditions set out in this prospectus and the relevant Application Form.
- (b) For applicants using Application Forms, a refund cheque in respect of the surplus application monies (if any) representing the Hong Kong Public Offer Shares applied for but not allocated to you and representing the difference (if any) between the final Offer Price and the maximum Offer Price (including brokerage fee of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005% attributable thereto), is expected to be sent to you at your own risk to the address stated on your Application Form by ordinary post. Details of the procedure for refunds relating to each of the Hong Kong Public Offering methods are contained below in the paragraphs headed “If your application for the Hong Kong Public Offer Shares is successful (in whole or in part)” and “Refund of your application monies-additional information” in this section.

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- (c) Any application may be rejected in whole or in part.
- (d) Applicants under the Hong Kong Public Offering should note that in no circumstances (save for those provided under section 40 of the Companies Ordinance) can applications be withdrawn once submitted. For the avoidance of doubt, our Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives, or causes to give, **electronic application instructions** to HKSCC via CCASS is a person who may be entitled to compensation under section 40 of the Companies Ordinance.

### 3. ACCEPTANCE OF YOUR OFFER

- (a) The Hong Kong Public Offer Shares will be allocated after the application lists close. Our Company expects to announce the Offer Price, the level of indication of interest in the International Offering, the basis of allotment and the results of successful applicants under the Hong Kong Public Offering in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on or before Thursday, May 7, 2009.
- (b) The results of allocations of the Hong Kong Public Offer Shares under the Hong Kong Public Offering, including the Hong Kong identity Card numbers, passport numbers or Hong Kong business registration numbers (where applicable) of successful applicants (where supplied) and the number of Hong Kong Public Offer Shares successfully applied for, will be made available on Thursday, May 7, 2009 in the manner described in the paragraph headed “Results of allocations” in the section headed “How to Apply for Hong Kong Public Offer Shares” in this prospectus.
- (c) Our Company may accept your offer to purchase (if your application is received, valid, processed and not rejected) by announcing the basis of allocations and/or making available the results of allocations publicly.
- (d) If our Company accepts your offer to purchase (in whole or in part), there will be a binding contract under which you will be required to purchase the Hong Kong Public Offer Shares in respect of which your offer has been accepted if the conditions of the Global Offering are satisfied and the Global Offering is not otherwise terminated. Further details are contained in the section headed “Structure of the Global Offering” in this prospectus.
- (e) You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

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### 4. HOW MANY APPLICATIONS YOU CAN MAKE

(a) You may make more than one application for the Hong Kong Public Offer Shares only if:

- You are a nominee, in which case you may make an application as a nominee by:
  - (i) giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Participant); and (ii) using a **WHITE** or **YELLOW** Application Form and lodging more than one Application Form in your own name on behalf of different beneficial owners. In the box on the **WHITE** or **YELLOW** Application Form marked “For nominees” you must include:
    - an account number; or
    - an identification code for each beneficial owner (or in case of joint beneficial owners, for such joint beneficial owner). If you do not include this information, the application will be deemed to be made for your benefit.

**Otherwise, multiple applications are liable to be rejected.**

(b) All of your applications under the Hong Kong Public Offering (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**) will be rejected as multiple applications if you, or you and your joint applicants together or any of your joint applicants:

- make more than one application whether individually or jointly with others on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Investor Participant or applying through a CCASS Clearing or Custodian Participant) or to the **White Form eIPO** Service Provider through the **White Form eIPO** service;
- apply both (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** or **YELLOW** Application Form and give **electronic application instructions** to HKSCC or to the **White Form eIPO** service provider via the **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk));
- apply (whether individually or jointly with others) on one (or more) **WHITE** or **YELLOW** Application Form (whether individually or jointly with others) or by giving **electronic application instructions** to HKSCC or to the **White Form eIPO** Service Provider through the **White Form eIPO** service to apply for more than 50% of the Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offering; or
- have applied for or taken up, or indicated an interest in applying for or taking up or have been or will be placed (including conditionally and/or provisionally) any International Offer Shares under the International Offering.

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If you apply by means of **White Form eIPO**, once you complete payment in respect of any **electronic application instruction** given by you or for your benefit to the **White Form eIPO** Service Provider to make an application for Hong Kong Public Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an **electronic application instruction** under **White Form eIPO** more than once and obtaining different payment reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you are suspected of submitting more than one application through the **White Form eIPO** service by giving **electronic application instructions** to the **White Form eIPO** Service Provider through the designated website and completing payment in respect of such **electronic application instructions**, or of submitting one application through the **White Form eIPO** service and one or more applications by any other means, all of your applications are liable to be rejected.

- (c) All of your applications for the Hong Kong Public Offer Shares are liable to be rejected as multiple applications if more than one application is made for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**). If an application is made by an unlisted company and: (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be deemed to be made for your benefit. Unlisted company means a company with no equity securities listed on the Hong Kong Stock Exchange. Statutory control in relation to a company means you: (i) control the composition of the board of directors of that company; or (ii) control more than half of the voting power of that company; or (iii) hold more than half of the issued share capital of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

### 5. EFFECT OF MAKING ANY APPLICATION

- (a) By completing and submitting any Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:
- instruct and authorize our Company and the Joint Global Coordinators (or their respective agents or nominees) to execute any transfer forms, contract notes or other documents on your behalf and to do on your behalf all other things necessary to effect the registration of any Hong Kong Public Offer Shares allocated to you in your name(s) or HKSCC Nominees, as the case may be, as required by the Articles and otherwise to give effect to the arrangements described in this prospectus and the relevant Application Form;
  - undertake to sign all documents and to do all things necessary to enable you or HKSCC Nominees, as the case may be, to be registered as the holder of the Hong Kong Public Offer Shares allocated to you, and as required by the Articles;

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- represent and warrant that you understand that the Offer Shares have not been and will not be registered under the U.S. Securities Act, that you are not a U.S. person (as defined in Regulation S) and that you are outside the United States when completing the Application Form (as defined in Regulation S) and are not, and none of the other person for whose benefit you are applying, is a U.S. person (as defined in Regulation S) described under the U.S. Securities Act and will be acquiring the Offer Shares in an offshore transaction (as defined under Regulation S);
- confirm that you have received a copy of this prospectus and have only relied on the information and representations contained in this prospectus in making your application, and not on any other information or representation concerning our Company and you agree that neither our Company, the Joint Global Coordinators and the Hong Kong Underwriters nor any of their respective directors, officers, employees, partners, agents, advisors or any other parties involved in the Global Offering will have any liability for any such other information or representations;
- agree (without prejudice to any other rights which you may have) that once your application has been accepted, you may not revoke or rescind it because of an innocent misrepresentation;
- (if the application is made for your own benefit) warrant that the application is the only application which will be made for your benefit on a **WHITE** or **YELLOW** application form or by giving **electronic application instructions** to HKSCC (if you are a CCASS Participant or applying through a CCASS Clearing Participant or a CCASS Custodian Participant) or to the **White Form eIPO** Service Provider through the **White Form eIPO** service;
- (if the application is made by an agent on your behalf) warrant that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- (if you are an agent for another person) warrant that reasonable enquiries have been made of that other person that the application is the only application which will be made for the benefit of that other person on a **WHITE** or **YELLOW** application form or by giving **electronic application instructions** to HKSCC (if you are a CCASS Participant or applying through a CCASS Clearing Participant or a CCASS Custodian Participant) or to the **White Form eIPO** Service Provider through the **White Form eIPO** Service, and that you are duly authorized to sign the application form or to give **electronic application instruction** as that other person's agent;
- agree that once your application is accepted, your application will be evidenced by the results of the Hong Kong Public Offering made available by our Company;
- undertake and confirm that you (if the application is made for your benefit) other person(s) for whose benefit you have made the application have not applied for or taken up or indicated an interest in or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any International Offer Shares in the International Offering, nor otherwise participate in the International Offering;

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- warrant the truth and accuracy of the information contained in your application;
- agree to disclose to our Company, the Joint Global Coordinators, the Hong Kong Underwriters and their respective advisers, officers, agents personal data or any information about you or the person(s) for whose benefit you have made the application which they require;
- agree that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- undertake and agree to accept the Hong Kong Public Offer Shares applied for, or any lesser number allocated to you under the application;
- authorize our Company to place your name(s) or the name of HKSCC Nominees, as the case may be, on the register of members of our Company as the holder(s) of any Hong Kong Public Offer Shares allocated to you, and our Company and/or its agents to send any share certificate(s) (where applicable) and/or any refund cheque (where applicable) to you or (in case of joint applicants) the first-named applicant in the application form by ordinary post at your own risk to the address stated on your Application Form (except that if you have applied for 1 million Hong Kong Public Offer Shares or more and have indicated in your Application Form that you wish to collect your share certificate(s) and/or refund cheque (where applicable) in person, then you can collect your share certificate(s) and/or refund cheque (where applicable) in person between 9:00 a.m. and 1:00 p.m. on Thursday, May 7, 2009 (Hong Kong time) from Computershare Hong Kong Investor Services Limited);
- if the laws of any place outside Hong Kong are applicable to your application, you agree and warrant that you have complied with all such laws and none of our Company, the Joint Global Coordinators and the Hong Kong Underwriters nor any of their respective officers or advisors will infringe any laws outside Hong Kong as a result of the acceptance of your offer to purchase, or any actions arising from your rights and obligations under the terms and conditions set out in the Application Forms and in this prospectus;
- agree with our Company, for itself and for the benefit of each shareholder of our Company (and so that our Company will be deemed by its acceptance in whole or in part of the application to have agreed, for itself and on behalf of each shareholder of our Company) to observe and comply with the Companies Laws and the Articles;
- agree with our Company, each shareholder, director, supervisor, manager and officer of our Company, and our Company acting for itself and for each director, supervisor, manager and officer of our Company agrees with each shareholder, to refer all differences and claims arising from the Articles or any rights or obligations conferred or imposed by the Companies Laws or other relevant laws and administrative regulations concerning the affairs of our Company to arbitration in accordance with the Articles, 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 shall be final and conclusive;

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- agree with our Company and each shareholder of our Company that our Shares are freely transferable by the holders thereof;
  - authorize our Company to enter into a contract on behalf of you with each director, supervisor and officer of our Company whereby such directors, supervisors and officers undertake to observe and comply with their obligations to shareholders stipulated in the Articles;
  - confirm that you have read the terms and conditions and application procedures set out in this prospectus and the Application Forms and agree to be bound by them;
  - confirm that you are aware of the restrictions on offering of the Offer Shares described in this prospectus; and
  - understand that these declarations and representations will be relied upon by our Company and the Joint Global Coordinators in deciding whether or not to allocate any Hong Kong Public Offer Shares in response to your application.
- (b) If you apply for the Hong Kong Public Offer Shares using a **YELLOW** Application Form, in addition to the confirmations and agreements referred to in (a) above you agree that
- any Hong Kong Public Offer Shares allocated to you shall be registered in the name of HKSCC Nominees and deposited directly into CCASS operated by HKSCC for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant, in accordance with your election on the application form;
  - each of HKSCC and HKSCC Nominees reserves the right in its absolute discretion (1) not to accept any or part of such allotted Hong Kong Public Offer Shares issued to you in the name of HKSCC Nominees or not to accept such allotted Hong Kong Public Offer Shares for deposit into CCASS; (2) to cause such allotted Hong Kong Public Offer Shares to be withdrawn from CCASS and transferred into your name at your own risk and costs; and (3) to cause such allotted Hong Kong Public Offer Shares to be issued in your name (or, if you are a joint applicant, to the first-named applicant) and in such a case, to post the share certificates for such allotted Hong Kong Public Offer Shares at your own risk to the address on your application form by ordinary post or to make available the same for your collection;
  - each of HKSCC and HKSCC Nominees may adjust the number of allotted Hong Kong Public Offer Shares issued in the name of HKSCC Nominees;
  - neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in the prospectus and the application forms;
  - neither HKSCC nor HKSCC Nominees shall be liable to you in any way.



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- (c) In addition, by giving **electronic application instructions** to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and if you are joint applicants, each of you jointly and severally) are deemed to do the following additional things and neither HKSCC nor HKSCC Nominees will be liable to our Company nor any other person in respect of such things:
- instruct and authorize HKSCC to cause HKSCC Nominees (acting as nominee for the CCASS Participants) to apply for the Hong Kong Public Offer Shares on your behalf;
  - instruct and authorize HKSCC to arrange payment of the maximum Offer Price, the brokerage fee of 1%, the SFC transaction levy of 0.004% and the Hong Kong Stock Exchange trading fee of 0.005% thereon by debiting your designated bank account and, in the case of wholly or partly unsuccessful applications and/or if the final Offer Price is less than the maximum Offer Price of HK\$8.80 per Offer Share, refund the appropriate portion of the application money by crediting your designated bank account;
  - where a **WHITE** Application Form is signed by HKSCC Nominees on behalf of persons who have given **electronic application instructions** to apply for Hong Kong Public Offer Shares, HKSCC Nominees are only acting as nominees for the applicants and shall not be liable for any breach of the terms and conditions of the **WHITE** Application Form or this prospectus;
  - instruct and authorize HKSCC to cause HKSCC Nominees to do on your behalf all the things which is stated to do on your behalf in the white application form;
  - (in addition to the confirmations and agreements set out in paragraph (a) above) instruct and authorize HKSCC to cause HKSCC Nominees to do on your behalf the following:
    - agree that the Hong Kong Public Offer Shares to be allocated shall be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of the CCASS Participant who has inputted **electronic application instructions** on your behalf;
    - undertake and agree to accept the Hong Kong Public Offer Shares in respect of which you have given **electronic application instructions** or any lesser number;
    - undertake and confirm that you have not applied for or taken up or indicated an interest in or received or been placed is allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any International Offer Shares under the International Offering and will not otherwise participate in the International Offering;
    - (if the **electronic application instructions** are given for your own benefit) declare that only one set of **electronic application instructions** has been given for your benefit;



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- (if you are an agent for another person) declare that you have given only one set of **electronic application instructions** for the benefit of that other person, and that you are duly authorized to give those instructions as that other person's agent;
- understand that the above declaration will be relied upon by our Company and the Joint Global Coordinators in deciding whether or not to make any allocation of the Hong Kong Public Offer Shares in respect of the **electronic application instructions** given by you and that you may be prosecuted if you make a false declaration;
- authorize our Company to place the name of HKSCC Nominees on the register of members of our Company as the holder of the Hong Kong Public Offer Shares allocated in respect of your **electronic application instructions** and to send share certificates and/or refund monies in accordance with arrangements separately agreed between our Company and HKSCC;
- confirm that you have read the terms and conditions and application procedures set out in this prospectus and agree to be bound by them and are aware of the restrictions on the Hong Kong Public Offering described in this prospectus;
- confirm that you have only relied on the information and representations in this prospectus in giving your **electronic application instructions** or instructing your CCASS Clearing Participant or CCASS Custodian Participant to give **electronic application instructions** on your behalf;
- agree that our Company, the Joint Global Coordinators and the Underwriters and any of their respective directors, officers, employees, partners, agents, advisors and any other parties involved in the Global Offering (to the extent relevant or applicable) are liable only for the information and representations contained in this prospectus;
- agree (without prejudice to any other rights which you may have) that once the application of HKSCC Nominees has been accepted, the application cannot be rescinded for innocent misrepresentation;
- agree to disclose your personal data to the Joint Global Coordinators, our Company, the Hong Kong Share Registrar, the receiving banker(s) and Hong Kong Underwriters, their respective agents and advisors together with any information about you which they require or the person(s) for whose benefit you have made the application;

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- agree that any application made by HKSCC Nominees on behalf of that person pursuant to **electronic application instructions** given by that person is irrevocable before Thursday, May 21, 2009, such agreement to take effect as a collateral contract with our Company and to become binding when you give the instructions and such collateral contract to be in consideration of our Company agreeing that it will not offer any Hong Kong Public Offer Shares to any person before Thursday, May 21, 2009, except by means of one of the procedures referred to in this prospectus. However, HKSCC Nominees may revoke the application before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day (including Saturday)) if a person responsible for this prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus;
- agree that once the application of HKSCC Nominees is accepted, neither that application nor your **electronic application instructions** can be revoked and that acceptance of that application will be evidenced by the results of the Hong Kong Public Offering made available by our Company;
- agree to the arrangements, undertakings and warranties specified in the participant agreement between you and HKSCC and read with the General Rules of CCASS and the CCASS Operational Procedures, in respect of the giving of **electronic application instructions** relating to the Hong Kong Public Offer Shares; and
- agree with our Company for itself and for the benefit of each of our Shareholders (and so that our Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for itself and on behalf of each of our Shareholders with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Companies Law and the Articles.

Our Company, the Joint Global Coordinators and their respective directors and any other parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in your application.

In the event of the application being made is a joint application, all the warranties, representations, declarations and obligations expressed to be made, given or assumed by or imposed on the joint applicants shall be deemed to have been made, given or assumed by or imposed on the applicants jointly and severally. You may be prosecuted if you make a false declaration.

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### 6. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG PUBLIC OFFER SHARES

Full details of the circumstances in which you will not be allocated Hong Kong Public Offer Shares are set out in the notes attached to the Application Forms, and you should read them carefully. You should note the following situations in which Hong Kong Public Offer Shares will not be allocated to you or your application is liable to be rejected:

#### (a) If your application is revoked:

By completing and submitting an Application Form or submitting **electronic application instructions** to the **White Form eIPO** Service Provider through the **White Form eIPO** service or to HKSCC, you agree that your application or the application made by HKSCC Nominees on your behalf may only be revoked after Thursday, May 21, 2009. This agreement will take effect as a collateral contract with our Company, and will become binding when you lodge your Application Form or submit your **electronic application instructions** to the **White Form eIPO** Service Provider or to HKSCC and an application has been made by HKSCC Nominees on your behalf accordingly. This collateral contract will be in consideration of our Company agreeing that it will not offer any Hong Kong Public Offer Shares to any person before Thursday, May 21, 2009 except by means of one of the procedures referred to in the prospectus.

Your application or the application made by HKSCC Nominees on your behalf may only be revoked before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day (including Saturday)) if a person responsible for the prospectus under section 40 of the Companies Ordinance (as applied by section 342E of the Companies Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for the prospectus.

If any supplement to the prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If application(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of the prospectus as supplemented.

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in English in South China Morning Post and in Chinese in Hong Kong Economic Times of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.

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**(b) If the allocation of Hong Kong Public Offer Shares is void:**

The allocation of Hong Kong Public Offer Shares to you or to HKSCC Nominees (if you give **electronic application instructions** or apply using a **YELLOW** Application Form) will be void if the Listing Committee of the Hong Kong Stock Exchange does not grant permission to list our Shares either:

- within three weeks from the closing of the applications lists; or
- within a longer period of up to six weeks if the Listing Committee of the Hong Kong Stock Exchange notifies our Company of that longer period within three weeks of the closing of the application lists.

**(c) If you make applications under the Hong Kong Public Offering as well as the International Offering:**

By filling in any of the Application Forms or giving application instructions to HKSCC electronically or to the **White Form eIPO** Service Provider under the **White Form eIPO** service, you agree not to apply for International Offer Shares under the International Offering. Reasonable steps will be taken to identify and reject applications under the Hong Kong Public Offering from investors who have received International Offer Shares in the International Offering, and to identify and reject indications of interest in the International Offering from investors who have received Hong Kong Public Offer Shares in the Hong Kong Public Offering.

**(d) If our Company, the Joint Global Coordinators or the White Form eIPO Service Provider (where applicable) or their respective agents or nominees exercise their discretion to reject your application:**

Our Company, the Joint Global Coordinators and the **White Form eIPO** Service Provider (where applicable) or their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application, without having to give any reasons for any rejection or acceptance.

**(e) Your application will be rejected or not be accepted if:**

- your application is a multiple or a suspected multiple application;
- your application form is not completed in accordance with the instructions as stated therein (if you apply by an Application Form);
- your **electronic application instructions** through the **White Form eIPO** service are not completed in accordance with the instructions, terms and conditions set out in the designated website at **www.eipo.com.hk**;
- your payment is not made correctly or you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonored on its first presentation;

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- you or the person for whose benefit you are applying have applied for or taken up or indicated interest for and/or have received or have been or will be placed or allocated (including conditionally and/or provisionally) the International Offer Shares under the International Offering;
- if you apply for more than 50% of the Hong Kong Public Offer Shares initially being offered in the public for subscription;
- any of the Underwriting Agreements does not become unconditional or it is terminated in accordance with the terms thereof; or
- the Company and the Joint Global Coordinators (as agent of the Company) believes that by accepting your application, this would violate the applicable securities or other laws, rules or regulations of the jurisdictions in which your application is completed and signed.

### **7. IF YOUR APPLICATION FOR THE HONG KONG PUBLIC OFFER SHARES IS SUCCESSFUL (IN WHOLE OR IN PART)**

**You will receive one share certificate for all of the Hong Kong Public Offer Shares issued to you under the Hong Kong Public Offering (except pursuant to applications made on YELLOW Application Forms or by electronic application instructions to HKSCC via CCASS, in which case share certificates will be deposited in CCASS).**

**Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, May 8, 2009 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section entitled “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement – Grounds for Termination” in this prospectus has not been exercised.**

#### **(a) If you are applying using a WHITE application form and you elect to receive any share certificate(s) in your name:**

- Refund cheques for these applicants who apply for less than 1,000,000 Shares and who apply for 1,000,000 Shares or more and have not indicated in their Application Forms that they wish to collect share certificates and (where applicable) refund cheque are expected to be despatched on or before Thursday, May 7, 2009 to the same address as that for share certificate(s), being the address specified on the relevant Application Form.
- Applicants who apply on **WHITE** application forms for 1,000,000 Shares or more under the Hong Kong Public Offering and have indicated in their Application Forms that they wish to collect share certificates and (where applicable) refund cheques in person from our Company’s Hong Kong Share Registrar may collect share certificates and (where applicable) refund cheques in person from our Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, May 7, 2009.

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- Applicants being individuals who are applying for 1,000,000 Hong Kong Public Offer Shares or more and opt for personal collection cannot authorize any other person to make collection on their behalf. Corporate applicants who are applying for 1,000,000 Hong Kong Public Offer Shares or more and opt for personal collection must attend by their authorized representatives bearing letters of authorization from the corporation stamped with the corporation's respective chops. Both individuals and authorized representative (where applicable) must produce, at the time of collection, evidence of identity acceptable to our Company's Hong Kong Share Registrar.
- Uncollected share certificates and (where applicable) refund cheque(s) will be despatched by ordinary post at the applicants' own risk to the addresses specified in the relevant Application Forms.

**(b) If: (i) you are applying on a YELLOW Application Form; or (ii) you are giving electronic application instructions to HKSCC, and in each case you elect to have allocated Hong Kong Public Offer Shares deposited directly into CCASS:**

If your application is wholly or partly successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you (on the application form or electronically, as the case may be), at the close of business on Thursday, May 7, 2009 or, under certain contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees.

- **If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant) on a YELLOW Application Form:**

For Hong Kong Public Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Public Offer Shares allocated to you with that CCASS Participant.

- **If you are applying as a CCASS Investor Participant on a YELLOW Application Form:**

Our Company is expected to make available the results of the Hong Kong Public Offering, including the results of CCASS Investor Participants' applications, in the manner described in the paragraph headed "Results of allocations" in the section headed "How to apply for Hong Kong Public Offer Shares" in this prospectus on Thursday, May 7, 2009. You should check the results made available by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, May 7, 2009 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Public Offer Shares to your CCASS Investor Participant stock account you can check your new account balance via the CCASS Phone System or CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Public Offer Shares credited to your stock account.

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- **If you have given electronic application instructions to HKSCC:**

Our Company is expected to make available the application results of the Hong Kong Public Offering, including the results of CCASS Participants' applications (and in the case of CCASS Clearing Participants and CCASS Custodian Participants, our Company shall include information relating to the beneficial owner, if supplied), your Hong Kong identity card/passport/Hong Kong business registration number or other identification code (as appropriate) in the manner described in the paragraph headed "Results of allocations" in the section headed "How to apply for Hong Kong Public Offer Shares" in this prospectus on Thursday, May 7, 2009. You should check the results made available by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, May 7, 2009 or any other date HKSCC or HKSCC Nominees chooses.

- **If you are instructing your CCASS Clearing Participant or CCASS Custodian Participant to give electronic application instructions to HKSCC on your behalf:**

You can also check the number of Hong Kong Public Offer Shares allocated to you and the amount of refund (if any) payable to you with that CCASS Clearing Participant or CCASS Custodian Participant.

- **If you are applying as a CCASS Investor Participant by giving electronic application instructions to HKSCC:**

You can also check the number of the Hong Kong Public Offer Shares allotted to you and the amount of refund (if any) payable to you via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on Thursday, May 7, 2009.

Immediately after the credit of the Hong Kong Public Offer Shares to your CCASS Investor Participant stock account and the credit of the refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of the Hong Kong Public Offer Shares credited to your stock account and the amount of refund credited to your designated bank account (if any).

**(c) If you apply through White Form eIPO:**

If you apply for 1,000,000 Hong Kong Public Offer Shares or more through the **White Form eIPO** service by submitting an electronic application to the **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk** and your application is wholly or partially successful, you may collect your share certificate(s) and/or refund cheque(s) (where applicable) in person from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, May 7, 2009, or such other date as notified by our Company in the newspapers as the date of despatch/ collection of share certificates/refund cheques.



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If you do not collect your share certificate(s) and/or refund cheque(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions to the **White Form eIPO** Service Provider promptly thereafter by ordinary post and at your own risk.

If you apply for less than 1,000,000 Hong Kong Public Offer Shares, your share certificate(s) and/or refund cheque(s) (where applicable) will be sent to the address specified in your application instructions to the **White Form eIPO** Service Provider on Thursday, May 7, 2009 by ordinary post and at your own risk.

Please also note the additional information relating to refund of application monies overpaid, application money underpaid or applications rejected by the **White Form eIPO** Service Provider set out below in “9. Additional Information for Applicants Applying Through **White Form eIPO**.”

**No receipt will be issued for application monies paid. Our Company will not issue temporary documents of title.**

### **8. REFUND OF YOUR APPLICATION MONIES – ADDITIONAL INFORMATION**

- (a) In a contingency situation involving a substantial over-subscription, at the discretion of our Company and the Joint Global Coordinators, cheque or banker's cashier order for applications for certain small denominations of Hong Kong Public Offer Shares (apart from successful and reserved applications) may be eliminated in a pre-balloting. In such circumstances, the cheques or banker's cashier orders accompany such applications on the Application Form will not be presented for clearing and therefore such applications will not be entitled to a refund.
- (b) You will be entitled to a refund (any interest accrued on refund money prior to the date of despatch of refund cheques will be retained for the benefit of our Company) if:
- your application is not successful, in which case our Company will refund your application money together with the brokerage fee, the SFC transaction levy and the Hong Kong Stock Exchange trading fee to you, without interest;
  - your application is accepted only in part, in which case our Company will refund the appropriate portion of your application money, the brokerage fee, the SFC transaction levy and the Hong Kong Stock Exchange trading fee, without interest;
  - the Offer Price (as finally determined) is less than the price per Hong Kong Public Offer Share initially paid by the applicant on application, in which case our Company will refund the surplus application money together with the appropriate portion of the brokerage fee, the SFC transaction levy and the Hong Kong Stock Exchange trading fee, without interest; and
  - the conditions of the Global Offering are not fulfilled in accordance with the section headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in this prospectus.

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- (c) If you apply on **YELLOW** Application Form for 1,000,000 Hong Kong Public Offer Shares or more under the Hong Kong Public Offering and have indicated on your Application Form that you wish to collect your refund cheque in person, you may collect your refund cheque (if any) in person from our Company's Hong Kong Share Registrar on Thursday, May 7, 2009. The procedure for collection of refund cheques for **YELLOW** Application Form applicants is the same as that for **WHITE** Application Form applicants set out in sub-paragraph (a) of the paragraph headed "If your application for the Hong Kong Public Offer Shares is successful (in whole or in part)" in this section.

If you have applied for 1,000,000 Hong Kong Public Offer Shares or above and have not indicated on your Application Form that you will collect your refund cheque (if any) in person, or if you have applied for less than 1,000,000 Hong Kong Public Offer Shares, your refund cheque (if any) will be sent to the address on your Application Form on the date of despatch, which is expected to be on Thursday, May 7, 2009, by ordinary post and at your own risk.

- (d) If you are applying by giving electronic instructions to HKSCC to apply on your behalf, all refunds are expected to be credited to your designated bank account (if you are applying as a CCASS Investor Participant) or the designated bank account of your broker or custodian (if you are applying through a CCASS Clearing/Custodian Participant) on Thursday, May 7, 2009.
- (e) All refunds by cheque will be crossed "Account Payee Only," and made out to you, or if you are a joint applicant, to the first-named applicant on your application form.
- (f) Refund cheques are expected to be despatched on Thursday, May 7, 2009. Our Company intends to make special efforts to avoid undue delays in refunding money.
- (g) Part of your Hong Kong identity card number/passport number, or, if you are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data will be used for checking the validity of Application Forms and such data may also be transferred to a third party for such purpose and refund purpose. Your banker may require verification of your Hong Kong identity card number/ passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong identity card number/ passport number may lead to delay in encashment of or may invalidate your refund cheque.

### 9. ADDITIONAL INFORMATION FOR APPLICANTS APPLYING THROUGH WHITE FORM eIPO

For the purposes of allocating Hong Kong Public Offer Shares, each applicant giving **electronic application instructions** through the **White Form eIPO** service to the **White Form eIPO** Service Provider through the designated website will be treated as an applicant.

If your payment of application monies is insufficient, or in excess of the required amount, having regard to the number of Hong Kong Public Offer Shares for which you have applied, or if your application is otherwise rejected by the **White Form eIPO** Service Provider, the **White Form eIPO** Service Provider may adopt alternative arrangements for the refund monies to you. Please refer to the additional information provided by the **White Form eIPO** Service Provider on the designated website **www.eipo.com.hk**.

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Otherwise, any monies payable to you due to a refund for any of the reasons set out above in “– 8. Refund of your application monies – additional information” shall be made pursuant to the arrangements described above in “– 7. If your application for the Hong Kong Public Offer Shares is successful (in whole or in part) – (c) If you apply through **White Form eIPO.**”

### **10. PERSONAL DATA**

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”) came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Hong Kong Public Offer Shares of the policies and practices of our Company and its Hong Kong Share Registrar in relation to personal data and the Ordinance.

#### **(a) Reasons for the collection of your personal data**

From time to time it is necessary for applicants or registered holders of securities to supply their latest correct personal data to our Company or its agents and our Company’s Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of our Company’s Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of our Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Public Offer Shares which you have successfully applied for and/or the despatch of share certificate(s), and/or the despatch of or encashment of refund cheque(s) to which you are entitled.

It is important that applicants and holders of securities inform our Company and our Company’s Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

#### **(b) Purposes**

The personal data of the applicants and the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and refund cheque, where applicable and verification of compliance with the terms and application procedures set out in the Application Forms and this prospectus and announcing results of allocations of the Hong Kong Public Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the name of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of our Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;

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- establishing benefit entitlements of holders of securities of our Company, such as dividends, rights issues and bonus issues;
- distributing communications from our Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules, regulations or the Articles;
- disclosing identities of successful applicants by way of press announcement or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable our Company and its Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and/or any other purpose to which the holders of securities may from time to time agree.

### **(c) Transfer of personal data**

Personal data held by our Company and our Company's Hong Kong Share Registrar relating to the applicants and the holders of securities will be kept confidential but our Company and our Company's Hong Kong Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain or transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of securities to or from any and all of the following persons and entities:

- our Company or its appointed agents such as the Joint Global Coordinators, the Hong Kong Underwriters, financial advisors, receiving bankers and our Company's principal share registrar and Hong Kong Share Registrar;
- HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Hong Kong Public Offer Shares to be deposited into CCASS);
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to our Company and/or the Company's Hong Kong Share Registrar in connection with the operation of their businesses;
- the Hong Kong Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers.
- By signing an application form or by giving **electronic application instructions** to HKSCC, you agree to all of the above.

**(d) Access and correction of personal data**

The Ordinance provides the applicants and the holders of securities with rights to ascertain whether our Company and/or our Company's Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, our Company and our Company's Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices or the kinds of data held should be addressed to our Company for the attention of our Company Secretary or (as the case may be) our Company's Hong Kong Share Registrar for the attention of the Privacy Compliance Officer (for the purposes of the Ordinance).

**11. MISCELLANEOUS****(a) Commencement of dealings in our Shares**

- Dealings in our Shares on the Main Board are expected to commence at 9:30 a.m. on Friday, May 8, 2009.
- Our Shares will be traded in board lots of 400 Shares.
- Any share certificates in respect of the Hong Kong Public Offer Shares collected or received by successful applicants will not be valid if the Global Offering is terminated in accordance with the terms of the Hong Kong Underwriting Agreements.

**(b) Our Shares will be eligible for admission into CCASS**

- If the Hong Kong Stock Exchange grants the listing of and permission to deal in our Shares and the stock admission requirements of HKSCC are complied with, our 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 our Shares on the Hong Kong Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Hong Kong 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 arrangement may affect their rights and interests.
- All necessary arrangements have been made for our Shares to be admitted into CCASS.