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**APPENDIX VII****STATUTORY AND GENERAL INFORMATION**

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**(1) FURTHER INFORMATION ABOUT OUR COMPANY****(A) Incorporation**

Our Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law on December 21, 2007.

Our Company is registered as a non-Hong Kong company in Hong Kong under Part XI of the Companies Ordinance and our principal place of business in Hong Kong is at 15th Floor, 1 Duddell Street, Central, Hong Kong. Mr. Lo Chi Lik, Peter of Flat B-6, Botanic Terrace, No. 5 Conduit Road, Hong Kong, our authorised representative for the purposes of Part XI of the Companies Ordinance, has been appointed as our agent for the acceptance of service of process and notices in Hong Kong.

As our Company was incorporated in the Cayman Islands, our operation is subject to the relevant laws and regulations of the Cayman Islands and the Company’s constitution which comprises the Memorandum of Association and the Articles of Association. A summary of the relevant laws and regulations of the Cayman Islands and of our constitution is set out in the section headed “Appendix VI — Summary of the Constitution of the Company and Cayman Company Law” to this document.

**(B) Changes in share capital of our Company**

Our Company was incorporated with an authorised share capital of HK\$50,000 divided into 500,000 shares with a par value of HK\$0.10 each.

On December 21, 2007, one share was allotted and issued to Codan Trust Company (Cayman) Limited at a consideration of HK\$0.10 as the initial subscriber, which was subsequently transferred by Codan Trust Company (Cayman) Limited to Charm Talent at a consideration of HK\$0.10 on the same day.

On December 21, 2007, 599 Shares and 400 Shares were allotted and issued at a consideration of HK\$0.10 per Share to Charm Talent and Precious Full, respectively.

The authorised share capital of our Company was increased from HK\$50,000 to HK\$1,000,000,000 by the creation of 9,999,500,000 new Shares pursuant to a resolution in writing passed by the Shareholders on May 27, 2008.

On June 11, 2008, 2,361,591,000 Shares and 1,574,394,000 Shares were allotted and issued to Charm Talent and Precious Full respectively, and 64,014,000 Shares were allotted and issued to Fit All at the direction of Charm Talent and Precious Full, credited as fully paid, in capitalisation of the loan amounts of HK\$1,920,693,053 and HK\$1,280,462,036 due from our Company to Charm Talent and Precious Full, respectively.

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Save as disclosed herein and in the sub-paragraphs headed “Written resolutions of all the Shareholders passed on November 1, 2009” in this Appendix, there has been no alteration in the share capital of our Company since its incorporation.

### (C) Changes in share capital of our subsidiaries

Our subsidiaries are set out in the section headed “Appendix I — Accountants’ Report” to this document. In addition to those disclosed in the sub-paragraphs headed “Changes in share capital of our Company” in this Appendix, the following alterations in the share or registered capital of our subsidiaries have taken place within the two years immediately preceding the date of this document.

- (a) Beijing Longhu Qinghua (北京龍湖慶華置業有限公司) was established on April 14, 2006 as a limited liability company with a registered capital of RMB30 million. Its registered capital was increased to RMB500 million on March 14, 2008.
- (b) Beijing Longhu Shidai (北京龍湖時代置業有限公司) was established on January 3, 2008 as a limited liability company with a registered capital of RMB 100 million. Its registered capital was increased to RMB 500 million on July 9, 2008 and to RMB900 million on August 20, 2008 and to RMB1.4 billion on January 6, 2009.
- (c) Beijing Longhu Zhongbai (北京龍湖中佰置業有限公司) was established on October 24, 2007 as a limited liability company with a registered capital of RMB100 million. Its registered capital was increased to RMB1 billion on January 3, 2008 and to RMB1.5 billion on June 25, 2008.
- (d) Chengdu Longhu Jincheng (成都龍湖錦城置業有限公司) was established on August 18, 2005 as a limited liability company with a registered capital of RMB120 million. Its registered capital was increased to RMB270 million on January 7, 2008 and to RMB390 million on August 18, 2008.
- (e) Chongqing Longhu Properties (重慶龍湖地產發展有限公司) was established on June 20, 1995 (formerly known as Chongqing Zhongjian Ke Real Estate Limited) as a limited liability company with a registered capital of RMB10 million. Its registered capital was increased to RMB210 million on May 24, 2007, to RMB522,669,310 on December 28, 2007 and to RMB844,912,450.12 on February 2, 2008.
- (f) Chongqing Longhu Kaian (重慶龍湖凱安地產發展有限公司) was established on November 30, 2006 as a limited liability company with a registered capital of RMB50 million. Its registered capital was increased to RMB600 million on December 27, 2007.
- (g) Chongqing Beilonghu (重慶北龍湖置地發展有限公司) was established on May 12, 2004 as a limited liability company with a registered capital of RMB20 million. Its registered capital was increased to RMB700 million on November 27, 2007.

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- (h) On January 30, 2008, one share of US\$1 in the capital of Longfor Investment was allotted and issued to our Company, credited as fully paid.
- (i) Sichuan Xinglonghu (四川興龍湖地產發展有限公司) was established on December 12, 2007 as a limited liability company with a registered capital of RMB10 million. Its registered capital was increased to RMB50 million on April 14, 2008.

Save as aforesaid, there have been no other alterations in the share or registered capital of the subsidiaries of our Company within the two years immediately preceding the date of this document.

### (D) Particulars relating to subsidiaries and our joint ventures

#### Subsidiaries

In addition to the subsidiaries set out in the section headed “Appendix I — Accountants’ Report” to this document, we have established the following subsidiaries after June 30, 2009:

Name of company	Place and date of incorporation	Equity interest attributable to the Group	Issued and fully paid share capital/registered capital	Place of operation	Principal activities
Chengdu Yuanbo Seedling Co. Ltd (成都元博苗木有限公司)	PRC July 23, 2009	100%	Registered RMB20 million Paid up capital RMB20 million	PRC	Cultivation, planting and sale of garden virescence trees, flower, miniature landscape and lawn; construction and maintenance of garden virescence project
Wuxi Longhu (無錫龍湖置業有限公司)	PRC July 16, 2009	100%	Registered RMB100 million Paid up capital RMB100 million	PRC	Development and operation of real estate; sale of construction materials
Changzhou Jia’nan (常州嘉南置業有限公司)	PRC October 16, 2009	85.07%	Registered RMB50 million Paid up capital RMB50 million	PRC	Development and operation of real estate; property management services

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### Joint ventures

Information regarding joint ventures entities, including sino-foreign equity joint ventures and sino-foreign cooperative joint ventures, which members of our Group have established with third parties (not being members of our Group) are set out below:

#### (a) Equity joint ventures

No.	Name of joint venture company and its place of incorporation	Names of joint venture partners	Registered/ Authorised and issued Capital	Proportion of capital contributions/ shareholding percentage	Number of directors the joint venture party is entitled to nominate or has nominated	Term of operation (expiry date)	Attributable interest of our Group in the joint venture company
1.	Chongqing Longhu Development (重慶龍湖企業拓展有限公司), PRC	(1) Juntion Development (2) Chongqing Xuke	RMB230 million	91.3% 8.7%	(1) Three (2) Two	20 years (October 17, 2022)	91.3%
2.	Chengdu Longhu Jinhua (成都龍湖錦華置業有限公司), PRC	(1) Chongqing Longhu Development (2) Juntion Development (3) Topper Industrial	RMB100 million	67% 25% 8%	(1) Three (2) One (3) One	20 years (November 9, 2024)	86.17%
3.	Sichuan Longhu (四川龍湖地產發展有限公司), PRC	(1) Chongqing Longhu Development (2) Juntion Development (3) Topper Industrial	RMB50 million	75% 17% 8%	(1) Three (2) One (3) One	20 years (April 13, 2026)	85.48%
4.	Beijing Longhu Properties (北京龍湖置業有限公司), PRC	(1) Chongqing Longhu Development (2) He Tiantao (3) Beijing Huachuan Xinren Investment Co. Ltd. (北京華川欣潤投資有限公司)	RMB1 billion	98.5% 0.3% 1.2%	Not specified	20 years (December 10, 2022)	89.93%
5.	Xi'an Longhu Jincheng (西安龍湖錦城置業有限公司), PRC	(1) Xi'an Longhu Properties (2) Xi'an Lifeng Property Management Co., Ltd. (西安立豐物業管理有限公司)	RMB430 million	99.3% 0.7%	To be appointed by shareholders in shareholders meeting	Not specified	90.66%
6.	Shanghai Hengrui (上海恒睿房地產有限公司), PRC	(1) Chongqing Longhu Properties (2) COF I SRL	RMB1.589 billion	50% (Note 1) 50% (Note 1)	(1) Three (2) Two	20 years (January 27, 2028)	45.7%

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No.	Name of joint venture company and its place of incorporation	Names of joint venture partners	Registered/ Authorised and issued Capital	Proportion of capital contributions/ shareholding percentage	Number of directors the joint venture party is entitled to nominate or has nominated	Term of operation (expiry date)	Attributable interest of our Group in the joint venture company
7.	Jiaxun Land (China) Company Limited, BVI	(1) HKL (China West) Property Investments Limited (2) Juntion Development	US\$50,000 divided into 25,000 Class A shares of US\$1 each and 25,000 Class B shares of US\$1 each, of which 50 Class A shares are issued to HKL (China West) Property Investments Limited and 50 Class B shares are issued to Juntion Development	50% 50%	(1) Three (2) Three	Not specified	47.36842% (Note 2)
8.	Shenyang Longhu (沈陽龍湖房地產拓展有限公司), PRC	(1) Fortune Glistler (2) Chongqing Longhu Development	US\$15 million	25% 75%	(1) One (2) Two	20 years (September 23, 2029)	93.48%

*Note 1:* The underlying project is a development project of our Group in collaboration with ING Real Estate China Opportunity Fund LP (“ING”) through its offshore entity. On establishment of the company, it was held by Chongqing Longhu Properties as to 20% and COR I SRL as to 80%. ING may serve notice on our Group requiring our Group to acquire part or all (as the case may be) of the equity interest of ING (direct or indirect) at prices based on pre-determined formulae upon the occurrence of certain specific events. In particular, ING has the right to require our Group to acquire from it a 38.75% interest in COF I SRL and the related shareholder’s loan (if any) at a price to be calculated based on a pre-determined formula. In December, 2008, Chengdu Longhu Properties acquired from COF I SRL a 30% interest, instead of 38.75% interest upon agreement between the parties, in the company for a consideration of RMB537,796,459. Further, in the event that ING has made advances to our Group by applying its entitlement to distributions made by Shanghai Hengrui and the total amount of such advances exceeds a certain percentage of the paid up capital of Shanghai Hengrui, ING may also require our Group to acquire the shareholder’s loan that ING advanced to its offshore intermediate holding company so as to reduce ING’s capital contributions to the joint venture to 25% and at the same time to increase our Group’s capital contributions to 75%. The consideration payable will be determined by reference to a specified percentage of the amount of the then paid-up capital of Shanghai Hengrui. In addition, ING also has the right to require our Group to acquire all the remaining interest in COF I SRL held by ING and all the related shareholder’s loan (if any) upon the earlier of (a) the sales (including pre-sales) of units of properties developed by Shanghai Hengrui having exceeded a specified percentage of the total units and (b) the fifth anniversary of the date of incorporation of Shanghai Hengrui. Purchase price payable by our Group will be principally determined by reference to valuation of the unsold properties to be agreed between the parties or otherwise determined by an independent valuer, after taking into account applicable taxes payable.

*Note 2:* HKL (China West) Property Investments Limited and Juntion Development share dividends and distributions upon liquidation in the ratio of 52.63158 to 47.36842.

Except for Jiaxun Land (China) Company Limited, the profits, losses and distributions of all of the above equity joint ventures are allocated in accordance with the respective joint venture parties’ capital contributions.

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### (b) Cooperative joint ventures in the PRC

No.	Name of joint venture company	Names of joint venture partners	Registered Capital	Proportion of capital contributions	Number of directors the joint venture party is entitled to nominate or has nominated	Term of operation (expiry date)	Profit and losses allocation as provided in the articles of association of the joint venture company
1.	Chengdu Longhu Tongjin (成都龍湖同晉置業有限公司)	(1) Chongqing Longhu Development (2) ING COF (3) Chengdu Jiaxun	RMB 966.55m	51% (1) <i>(Note 2)</i> 25% (2) 24% (3)	Nine One One	20 years (April 18, 2027)	To be determined by the investors by reference to the operating conditions of the company, but in any event ING COF's share in the profits or losses of the company shall be 49% <i>(Note 2)</i>
2.	Longhu Land (重慶興龍湖置地發展有限公司)	(1) Jiaxun Land (2) Chongqing Longhu Properties	US\$27m	95% (1) 5% (2)	Five One	20 years (July 19, 2025)	95% 5%
3.	Chengdu Jia'nan (成都嘉南置業有限公司)	(1) ING COF I (HK) (2) Chengdu Jiaxun	RMB 382.8901m	92.16% (1) <i>(Note 1)</i> 7.84% (2) <i>(Note 1)</i>	Two Three	20 years (December 17, 2027)	90% 10%
4.	Chengdu Tuosheng (成都拓晟置業有限公司)	(1) Front Harbour (2) Chengdu Jiaxun	RMB 633.4951m	95.26% (1) <i>(Note 1)</i> 4.74% (2) <i>(Note 1)</i>	Two Three	20 years (December 18, 2027)	90% 10%
5.	Chengdu Jinghui (成都景匯置業有限公司)	(1) COFI (HK) Limited (2) Chengdu Jiaxun	RMB 653.2758m	95.41% (1) <i>(Note 1)</i> 4.59% (2) <i>(Note 1)</i>	Two Three	20 years (December 17, 2027)	90% 10%
6.	Chengdu Huixin (成都匯新置業有限公司)	(1) Sunny Champ (2) Chengdu Jiaxun	RMB 629.9935m	67.95% (1) <i>(Note 1)</i> 32.05% (2) <i>(Note 1)</i>	Two Three	20 years (December 17, 2027)	90% 10%
7.	Chongqing Longhu Yiheng (重慶龍湖宜恒地產發展有限公司)	(1) Chongqing Longhu Properties (2) Fantastic Star	RMB360m	51% (1) <i>(Note 3)</i> 49% (2)	Ten One	20 years (November 22, 2026)	To be determined by the investors by reference to the operating conditions of the company
8.	Shenyang Longhu (沈陽龍湖房地產拓展有限公司), PRC	(1) Fortune Glistar (2) Chongqing Longhu Development	US\$15 million	25% (1) 75% (2)	One Two	20 years (September 23, 2029)	93.48%

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*Notes:*

1. The underlying projects (in total of four) are development projects of our Group in collaboration with Aetos Capital Asia T.E. II, Ltd. and Aetos Capital Asia II, Ltd. (together, “Aetos”) and ING Real Estate China Opportunity Fund LP (“ING”) through their offshore entities. These offshore entities are in turn held by an intermediate offshore holding company owned by Aetos and ING. Each of Aetos and ING may serve notice on our Group requiring our Group to acquire part or all (as the case may be) of its equity interests (direct or indirect) at prices based on pre-determined formulae upon the occurrence of certain specific events. Aetos and ING had the right (to be exercised no later than August 30, 2008) to require our Group to acquire from them a total of 45.5556% interest of the intermediate offshore holding company jointly held by ING and Aetos and the related shareholders’ loans (if any) at a price to be calculated based on a pre-determined formula, which is approximately RMB968 million, assuming the acquisition had taken place by September 30, 2008, being the prescribed deadline for completion of acquisition. In or about August 2008, ING and Aetos had indicated to us that they wish to exercise the above right. On October 15, 2009, the Group entered into a supplemental agreement with Northpole Investment, Limited and Northpole Investment TE, Limited, both are subsidiaries of Aetos and ING COF III (HK) Limited, an investment vehicle of ING. Pursuant to such supplemental agreement, condition upon [●] and [●], our Group will acquire from ING and Aetos a total of 44.4444% interest of their offshore holding company at a consideration to be determined based on the pre-determined formula, which will give ING and Aetos an agreed internal rate of return based on their proportionate actual capital contributions from the time of their investments in the joint venture to the date of completion of the acquisition. Completion of the acquisition will increase our Group’s effective interest in the joint venture to 49.13%.

The joint venture arrangement between the parties (as amended by the above supplemental agreement) also provides that, in the event that ING and Aetos have made advances to our Group by applying their entitlements to distributions made by the joint venture and the total amount of such advances exceeds a certain percentage of the paid up capital of the PRC joint venture entities, ING may require our Group to acquire either the shareholder’s loan advanced by it to the offshore holding company or the equity interests in each of the PRC joint venture entities so as to reduce ING’s capital contributions to the joint venture to 19% and at the same time to increase our Group’s capital contributions to 56%. The purchase consideration payable will be determined by reference to a specified percentage of the amount of the then paid-up capital of the PRC joint venture entities. Further, Aetos and ING also have the right to require our Group to acquire all their remaining interests in the offshore holding company respectively held by them and all the related shareholders’ loans (if any) upon the earlier of (a) the sales (including pre-sales) of units of properties developed by the relevant joint venture entity having exceeded a specified percentage of the total units and (b) the fifth anniversary of the date of the parties’ investment in the PRC project companies. The purchase price payable by our Group will be principally determined by reference to the valuation of the then unsold properties to be agreed between the parties or otherwise determined by an independent valuer, after taking into account applicable taxes payable.

The relevant cooperative joint ventures were accounted for as jointly controlled entities of our Group during the Track Record Period and the Company is of the view that such accounting treatment complies with the relevant accounting standards having regard to the special rights of ING and Aetos mentioned above.

2. The underlying project is a development project of our Group in collaboration with ING through its offshore entity. ING may serve notice on our Group requiring our Group to acquire part or all (as the case may be) of its equity interests (direct or indirect) at prices based on pre-determined formulae upon the occurrence of certain specific events. In particular, ING has the right to require our Group to acquire all the remaining interest held by ING’s offshore entity and all the related shareholder’s loan (if any) upon the earlier of (a) the sales (including pre-sales) of units of properties developed by Chengdu Longhu Tongjin having exceeded a specified percentage of the total units and (b) the fifth anniversary of the date of incorporation of Chengdu Longhu Tongjin. In such event, the purchase price payable by our Group will be principally determined by reference to valuation of the unsold properties to be agreed between the parties or otherwise determined by an independent valuer, after taking into account applicable taxes payable. As at the Latest Practicable Date, neither of the above specific events which may trigger exercise of the selling right of ING has occurred.
3. The underlying project is a development project of our Group in collaboration with ING through its offshore entity. ING has the right to require our Group to acquire all its interest in its offshore entity and all the related shareholder’s loan (if any) upon the earlier of (a) the sales (including pre-sales) of units of properties developed by Chongqing Longhu Yiheng having exceeded a

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specified percentage of the total units and (b) the fifth anniversary of the date of incorporation of Chongqing Longhu Yiheng. In such event, the purchase price payable by the Group will be principally determined by reference to the valuation of the unsold properties to be agreed between the parties or otherwise determined by an independent valuer. As at the Latest Practicable Date, neither of the specific events which may trigger exercise of the selling right of ING has occurred.

**(E) Written resolutions of all the Shareholders passed on November 1, 2009**

By written resolutions of all the Shareholders passed on November 1, 2009:

- (a) our Company approved and adopted the Articles of Association which effect from the [●].

**(F) Summary of our material contracts**

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of our Group within the two years preceding the date of this document and are or may be material:

- (a) a memorandum in writing dated January 18, 2008 summarising Juntion Development's confirmation to HKL (China West) Property Investments Limited that HKL (China West) Property Investments Limited, its affiliate or its nominee will be given the right to subscribe for such number of Shares under the [●] that may be subscribed with US\$37.5 million (or such lower amount as HKL (China West) Property Investments Limited shall deem fit) on terms no less and no more favourable than those offered to the others;
- (b) a sale and purchase agreement dated June 11, 2008 between Madam Wu and Mr. Cai (as vendors) and Longfor Investment (as purchaser) in relation to the sale and purchase of the entire issued share capital of Juntion Development for an aggregate consideration of HK\$3,201,155,089;
- (c) an instrument of transfer dated June 11, 2008 executed by Madam Wu (as transferor) and Longfor Investment (as transferee) for the transfer of 1,200,000 shares of HK\$1 each in Juntion Development for a consideration of HK\$1,920,693,053;
- (d) a set of bought and sold notes dated June 11, 2008 executed by Madam Wu (as transferor) and Longfor Investment (as transferee) for the transfer of 1,200,000 shares of HK\$1 each in Juntion Development for a consideration of HK\$1,920,693,053;
- (e) an instrument of transfer dated June 11, 2008 executed by Mr. Cai (as transferor) and Longfor Investment (as transferee) for the transfer of 800,000 shares of HK\$1 each in Juntion Development for a consideration of HK\$1,280,462,036;
- (f) a set of bought and sold notes dated June 11, 2008 executed by Mr. Cai (as transferor) and Longfor Investment (as transferee) for the transfer of 800,000 shares of HK\$1 each in Juntion Development for a consideration of HK\$1,280,462,036;



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- (g) a deed of assignment dated June 11, 2008 executed by Madam Wu (as assignor), Charm Talent (as assignee) and Longfor Investment for the assignment of a loan in the amount of HK\$1,920,693,053 payable by Longfor Investment to Madam Wu in consideration of the allotment and issue of one ordinary share of US\$1 each in the capital of Charm Talent to Madam Wu;
- (h) a deed of assignment dated June 11, 2008 executed by Mr. Cai (as assignor), Precious Full (as assignee) and Longfor Investment for the assignment of a loan in the amount of HK\$1,280,042,036 payable by Longfor Investment to Mr. Cai in consideration of the allotment and issue of one ordinary share of US\$1 each in the capital of Precious Full to Mr. Cai;
- (i) a deed of assignment dated June 11, 2008 executed by Charm Talent (as assignor), our Company (as assignee) and Longfor Investment for the assignment of a loan in the amount of HK\$1,920,693,053 payable by Longfor Investment to Charm Talent at a consideration of the face value of HK\$1,920,693,053;
- (j) a deed of assignment dated June 11, 2008 executed by Precious Full (as assignor), our Company (as assignee) and Longfor Investment for the assignment of a loan in the amount of HK\$1,280,042,036 payable by Longfor Investment to Precious Full at a consideration of the face value of HK\$1,280,462,036;
- (k) an amendment agreement dated May 26, 2008 between Juntion Development (as borrower), the subsidiaries of Juntion Development namely, Jasmine Spread, Everbay, Join Dragon and Silver Oak (as guarantors), Citicorp Securities Asia Pacific Limited (as arranger), China Construction Bank Corporation, Hong Kong Branch, DBS Bank Limited, Hong Kong Branch, Citicorp Securities Asia Pacific Limited, CapitaLand LF (Cayman) Holdings Co., Ltd (being affiliate of CapitaLand Limited), CapitaLand AIF Limited (being affiliate of CapitaLand Limited), China Precious International Limited (being affiliate of Cheung Kong (Holdings) Limited) and City Super Development Limited (being affiliate of Sun Hung Kai Properties Limited) (as lenders) and Citicorp International Limited (as agent and security agent) in relation to a HK\$2,518 million term loan facility;
- (l) a share charge in the Company dated June 11, 2008 executed by Charm Talent (as chargor), Precious Full (as chargor) and Citicorp International Limited (as security agent);
- (m) a share charge in Longfor Investment dated June 11, 2008 executed by the Company (as chargor) and Citicorp International Limited (as security agent);
- (n) a charge of shares in Juntion Development dated June 11, 2008 executed by Longfor Investment (as chargor) and Citicorp International Limited (as security agent);
- (o) a holdco subordination deed dated June 11, 2008 between Mr. Cai, Madam Wu, Precious Full and Charm Talent (as subordinated lenders), the Company (as company), and Citicorp International Limited (as security agent) (the “Holdco Subordination Deed”);
- (p) a Longfor Investment subordination deed dated June 11, 2008 between Mr. Cai, Madam Wu, Precious Full, Charm Talent and the Company (as subordinated lenders), Longfor Investment (as company) and Citicorp International Limited (as security agent) (the “Longfor Investment Subordination Deed”);

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- (q) an additional borrower subordination deed dated June 11, 2008 between Longfor Investment and the Company (as subordinated lenders), Juntion Development (as borrower) and Citicorp International Limited (as security agent) (the “Additional Borrower Subordination Deed”);
- (r) a deed of termination dated September 4, 2009 between Mr. Cai, Madam Wu, Precious Full and Charm Talent (as subordinated lenders), the Company (as company), and Citicorp International Limited (as security agent) in relation to the Holdco Subordination Deed;
- (s) a deed of termination dated September 4, 2009 between Mr. Cai, Madam Wu, Precious Full and Charm Talent (as subordinated lenders), Longfor Investment (as company), and Citicorp International Limited (as security agent) in relation to the Longfor Investment Subordination Deed;
- (t) a deed of termination dated September 4, 2009 between Mr. Cai and Madam Wu (as subordinated lenders), Juntion Development (as borrower), and Citicorp International Limited (as security agent) in relation to a borrower subordination deed dated September 21, 2007 between Madam Wu and Mr. Cai (as subordinated lenders), Juntion Development (as borrower) and Citicorp International Limited (as security agent);
- (u) a deed of termination dated September 4, 2009 between Everbay, Jasmine Spread, Join Dragon and Silver Oak (as subordinated lenders), Juntion Development (as borrower), and Citicorp International Limited (as security agent) in relation to an offshore subordination deed dated September 21, 2007 between Jasmine Spread, Everbay, Join Dragon and Silver Oak (collectively, as subordinated lenders), Juntion Development (as borrower) and Citicorp International Limited (as security agent);
- (v) a deed of termination dated September 4, 2009 between the Company and Longfor Investment (as subordinated lenders), Juntion Development (as borrower), and Citicorp International Limited (as security agent) in relation to the Additional Borrower Subordination Deed;
- (w) a deed of release dated September 4, 2009 by Citicorp International Limited in favour of Charm Talent and Precious Full in relation to a HK\$2,518 million term loan facility.
- (x) a deed of release dated September 4, 2009 by Citicorp International Limited in favour of the Company in relation to a HK\$2,518 million term loan facility.
- (y) a deed of release dated September 4, 2009 by Citicorp International Limited in favour of Longfor Investment in relation to a HK\$2,518 million term loan facility.
- (z) a deed of release dated September 4, 2009 by Citicorp International Limited in favour of Juntion Development in relation to a HK\$2,518 million term loan facility.
- (aa) a deed of termination and release relating to various guarantees dated September 4, 2009 between the Company, Longfor Investment, Jasmine Spread, Everbay, Join Dragon, Silver Oak, Citicorp International Limited, Citicorp Securities Asia Pacific Limited, China Construction Bank Corporation, Hong Kong Branch, DBS Bank Ltd., Hong Kong Branch, CapitaLand LF (Cayman) Holdings Co., Ltd., CapitaLand AIF Limited, China Precious International Limited and City Super Development Limited in relation to a HK\$2,518 million term loan facility.

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- (bb) a deed of indemnity dated November 1, 2009 given by the Covenantors in favour of the Company pursuant to which the Covenantors provide taxation indemnities for the benefit of our Group (the “Deed of Indemnity”) as more particularly set out in this section of the document headed “(5) Other Information (A) Indemnities”;
  
- (cc) a deed of non-competition dated November 1, 2009 given by the Controlling Shareholders in favour of the Company (for itself and as trustee for the benefit of our subsidiaries from time to time) regarding the non-competition undertakings as more particularly set out in the section headed “Relationship with Our Founders and Controlling Shareholder — Non-competition Deed” of this document; and
  
- (dd) [●].

**APPENDIX VII**

**STATUTORY AND GENERAL INFORMATION**

**(G) Intellectual property rights of our Group**

(a) *Trademarks*

As at the Latest Practicable Date, our Group had registered the following trademarks in the PRC:

<b>Trademark</b>	<b>Name of registered owner</b>	<b>Class</b>	<b>Registration number</b>	<b>Registration Period</b>
	Chongqing Longhu Properties	19	1138779	December 28, 2007 to December 27, 2017
	Chongqing Longhu Development	36	1364887	February 14, 2000 to February 13, 2010
	Chongqing Longhu Development	35	1369743	February 28, 2000 to February 27, 2010
	Chongqing Longhu Development	19	1375729	March 21, 2000 to March 20, 2010
	Chongqing Longhu Development	6	1388158	April 21, 2000 to April 20, 2010
佳辰	Chongqing Longhu Development	9	1408323	June 14, 2000 to June 13, 2010
龙湖	Chongqing Longhu Properties	19	1652170	October 21, 2001 to October 20, 2011
龙湖	Chongqing Longhu Properties	36	1675787	November 28, 2001 to November 27, 2011
龙湖花园	Chongqing Longhu Development	6	1713642	February 14, 2002 to February 13, 2012
香格里拉	Chongqing Longhu Development	37	1754468	April 21, 2002 to April 20, 2012
香樟林	Chongqing Longhu Properties	6	1757108	April 28, 2002 to April 27, 2012
	Chongqing Longhu Properties	6	1757109	April 28, 2002 to April 27, 2012
龙湖花园	Chongqing Longhu Development	42	1764655	May 7, 2002 to May 6, 2012

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Trademark	Name of registered owner	Class	Registration	
			number	Registration Period
香格里拉	Chongqing Longhu Development	42	1779638	May 28, 2002 to May 27, 2012
香格里拉	Chongqing Longhu Development	19	1795259	June 28, 2002 to June 27, 2012
龙湖花园	Chongqing Longhu Development	35	1799519	June 28, 2002 to June 27, 2012
龙湖花园	Chongqing Longhu Development	37	1804403 <sup>(1)</sup>	July 7, 2002 to July 6, 2012
香樟林	Chongqing Longhu Properties	19	1806197	July 14, 2002 to July 13, 2012
	Chongqing Longhu Properties	19	1815322	July 28, 2002 to July 27, 2012
香樟林	Chongqing Longhu Properties	37	1948339	November 7, 2002 to November 6, 2012
香樟林	Chongqing Longhu Properties	36	1949008	October 28, 2002 to October 27, 2012
香格里拉	Chongqing Longhu Development	35	1959250	July 21, 2004 to July 20, 2014
	Chongqing Longhu Development	37	3038164	May 21, 2003 to May 20, 2013
	Chongqing Longhu Development	36	3038165	May 21, 2003 to May 20, 2013
	Chongqing Longhu Development	35	3038166	January 14, 2007 to January 13, 2017
	Chongqing Longhu Development	19	3038167	March 28, 2003 to March 27, 2013
	Chongqing Longhu Development	6	3038168	March 28, 2003 to March 27, 2013
	Chongqing Longhu Development	37	3038169	May 21, 2003 to May 20, 2013








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<b>Trademark</b>	<b>Name of registered owner</b>	<b>Class</b>	<b>Registration number</b>	<b>Registration Period</b>
	Chongqing Longhu Development	36	3038170	May 21, 2003 to May 20, 2013
	Chongqing Longhu Development	35	3038171	April 28, 2003 to April 27, 2013
	Chongqing Longhu Development	19	3038172	March 28, 2003 to March 27, 2013
	Chongqing Longhu Development	6	3038173	March 21, 2003 to March 20, 2013
	Chongqing Longhu Development	43	3533943	June 7, 2005 to June 6, 2015
	Chongqing Longhu Properties	45	3533944	July 14, 2005 to July 13, 2015
	Chongqing Longhu Properties	35	3533945	January 14, 2005 to January 13, 2015
	Chongqing Longhu Development	41	3533946	October 7, 2004 to October 6, 2014
	Chongqing Longhu Development	31	3533947	September 7, 2004 to September 6, 2014
	Chongqing Longhu Properties	44	3533948	August 14, 2005 to August 13, 2015
	Chongqing Longhu Development	35	3533949	January 14, 2005 to January 13, 2015
	Chongqing Longhu Development	36	3533950	May 7, 2005 to May 6, 2015
	Chongqing Longhu Development	43	3533951	June 7, 2005 to June 6, 2015
	Chongqing Longhu Development	19	3533952	June 14, 2005 to June 13, 2015
	Chongqing Longhu Development	19	3534016	June 14, 2005 to June 13, 2015
	Chongqing Longhu Development	36	3534017	May 7, 2005 to May 6, 2015

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Trademark	Name of registered owner	Class	Registration	
			number	Registration Period
	Chongqing Longhu Development	35	3534018	January 14, 2005 to January 13, 2015
	Chongqing Longhu Development	45	3534030	May 14, 2005 to May 13, 2015
	Chongqing Longhu Development	41	3534031	October 7, 2004 to October 6, 2014
	Chongqing Longhu Development	44	3534032	June 7, 2005 to June 6, 2015
	Chongqing Longhu Development	36	3534033	May 7, 2005 to May 6, 2015
	Chongqing Longhu Development	19	3534034	June 14, 2005 to June 13, 2015
香樟林	Chongqing Longhu Development	35	3534035	January 14, 2005 to January 13, 2015
香樟林	Chongqing Longhu Development	43	3534036	June 7, 2005 to June 6, 2015
CRYSTAL TOWN	Chongqing Longhu Development	36	3534037	May 7, 2005 to May 6, 2015
CRYSTAL TOWN	Chongqing Longhu Development	19	3534038	June 14, 2005 to June 13, 2015
北岸星座	Chongqing Longhu Development	36	3534039	May 7, 2005 to May 6, 2015
北岸星座	Chongqing Longhu Development	19	3534040	June 14, 2005 to June 13, 2015
LONGHU NEW-STAR	Chongqing Longhu Development	19	3534041	June 14, 2005 to June 13, 2015
LONGHU NEW-STAR	Chongqing Longhu Development	36	3534042	May 7, 2005 to May 6, 2015
速搏運動城	Chongqing Longhu Development	41	3653707 <sup>(2)</sup>	July 21, 2005 to July 20, 2015
速搏運動城	Chongqing Longhu Development	35	3653708	July 21, 2005 to July 20, 2015
	Chongqing Longhu Properties	19	3671860	October 28, 2005 to October 27, 2015

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Trademark	Name of registered owner	Class	Registration	
			number	Registration Period
	Chongqing Longhu Properties	43	3784096	February 21, 2006 to February 20, 2016
	Chongqing Longhu Properties	41	3784097	February 21, 2006 to February 20, 2016
春森彼岸	Chongqing Longhu Properties	19	3784098	March 7, 2006 to March 6, 2016
紫都城	Chongqing Longhu Properties	36	3869841	May 28, 2006 to May 27, 2016
紫都城	Chongqing Longhu Properties	19	3869902	May 7, 2006 to May 6, 2016
	Chongqing Longhu Properties	37	3994827	January 14, 2007 to January 13, 2017
紫都城	Chongqing Longhu Properties	37	3994830	January 14, 2007 to January 13, 2017
	Chongqing Longhu Properties	36	3994831	January 14, 2007 to January 13, 2017
	Chongqing Longhu Properties	37	3994832	January 14, 2007 to January 13, 2017
春森彼岸	Chongqing Longhu Properties	36	3994833	January 14, 2007 to January 13, 2017
春森彼岸	Chongqing Longhu Properties	37	3994834	January 14, 2007 to January 13, 2017
佳 辰	Chongqing Longhu Development	37	3994835	January 14, 2007 to January 13, 2017
水晶郦城	Chongqing Longhu Development	37	3994836	January 14, 2007 to January 13, 2017
名店坊	Chongqing Longhu Development	37	3994837	January 14, 2007 to January 13, 2017
南城天街	Chongqing Longhu Development	36	4086216	May 21, 2007 to May 20, 2017
东城天街	Chongqing Longhu Development	37	4086217	May 21, 2007 to May 20, 2017



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Trademark	Name of registered owner	Class	Registration	
			number	Registration Period
	Chongqing Longhu Properties	37	4157174	December 28, 2007 to December 27, 2017
	Chengdu Longhu Estate Development Co. Ltd. (Note 3)	42	4979852	May 21, 2009 to May 20 2019
	Chengdu Longhu Estate Development Co. Ltd. (Note 3)	37	4979853	June 14, 2009 to June 13, 2019
	Chengdu Longhu Estate Development Co. Ltd. (Note 3)	36	4979854	June 7, 2009 to June 6, 2019
	Chongqing Longhu Properties	35	4721542	May 14, 2009 to May 13, 2019
	Chongqing Longhu Properties	42	4721543	April 14, 2009 to April 13, 2019
	Chongqing Longhu Properties	37	4721546	April 14, 2009 to April 13, 2019
	Chongqing Longhu Properties	37	5004074	June 21, 2009 to June 20, 2019
	Chongqing Longhu Properties	36	5004075	June 14, 2009 to June 13, 2019
	Chongqing Longhu Properties	34	5564497	April 14, 2009 to April 13, 2019
	Chongqing Longhu Properties	31	5564553	May 28, 2009 to May 27, 2019
	Chongqing Longhu Properties	34	5564557	April 14, 2009 to April 13, 2019
	Chongqing Longhu Properties	29	5564596	May 28, 2009 to May 27, 2019
	Chongqing Longhu Properties	31	5564598	May 28, 2009 to May 27, 2019
	Chongqing Longhu Properties	29	5564559	May 28, 2009 to May 27, 2019
	Chongqing Longhu Properties	34	5564600	April 14, 2009 to April 13, 2019

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*Notes:*






1. No exclusive right on “花園”
2. No exclusive right on “運動城”
3. The name of registered owner is now being changed from “Chengdu Longhu Estate Development Co., Ltd.” to “Chengdu Longhu Jinhua”

As at the Latest Practicable Date, our Group had applied for registration of the following trademarks in the PRC:

Trademark	Name of applicant	Class	Application number	Application date
	Chongqing Longhu Properties	19	4721544	June 15, 2005
	Chongqing Longhu Properties	36	4721545	June 15, 2005
	Chongqing Longhu Properties	42	5004073	November 15, 2005
	Chongqing Longhu Properties	19	5004076	November 15, 2005
	Chongqing Longhu Properties	35	5004077	November 15, 2005
	Chongqing Longhu Properties	36	5103543	January 5, 2006
	Chongqing Longhu Properties	35	5103544	January 5, 2006
	Chongqing Longhu Properties	37	5103545	January 5, 2006
	Chongqing Longhu Properties	42	5103546	January 5, 2006
	Chongqing Longhu Properties	19	5103547	January 5, 2006
	Beijing Longhu Properties	36	5157810	February 14, 2006
	Chongqing Longhu Properties	35	5385258	May 30, 2006
	Chongqing Longhu Properties	19	5385259	May 30, 2006
	Chongqing Longhu Properties	37	5385260	May 30, 2006
	Chongqing Longhu Properties	42	5389850	June 1, 2006

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Trademark	Name of applicant	Class	Application number	Application date
天街	Chongqing Longhu Properties	37	5389851	June 1, 2006
天街	Chongqing Longhu Properties	36	5389852	June 1, 2006
天街	Chongqing Longhu Properties	35	5389853	June 1, 2006
春森彼岸	Chongqing Longhu Properties	42	5418702	June 14, 2006
香樟林	Chongqing Longhu Development	42	5418703	June 14, 2006
	Chongqing Longhu Development	42	5418704	June 14, 2006
北岸星座	Chongqing Longhu Development	42	5418705	June 14, 2006
速搏運動城	Chongqing Longhu Development	42	5418706	June 14, 2006
名店坊	Chongqing Longhu Development	42	5418707	June 14, 2006
南城天街	Chongqing Longhu Development	42	5418708	June 14, 2006
东城天街	Chongqing Longhu Development	42	5418709	June 14, 2006
佳辰	Chongqing Longhu Development	42	5418710	June 14, 2006
水晶郦城	Chongqing Longhu Development	42	5418711	June 14, 2006
LONGHU NEW-STAR	Chongqing Longhu Development	42	5418712	June 14, 2006
CRYSTAL TOWN	Chongqing Longhu Development	42	5418713	June 14, 2006
	Chongqing Longhu Development	42	5418714	June 14, 2006
	Chongqing Longhu Development	42	5418715	June 14, 2006
	Chongqing Longhu Development	42	5418716	June 14, 2006
	Chongqing Longhu Development	42	5418717	June 14, 2006

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Trademark	Name of applicant	Class	Application number	Application date
紫都城	Chongqing Longhu Properties	42	5418914	June 14, 2006
	Chongqing Longhu Properties	42	5418915	June 14, 2006
	Chongqing Longhu Properties	42	5418916	June 14, 2006
	Chengdu Longhu Jinhua	36	5423505	June 16, 2006
	Chengdu Longhu Jinhua	42	5423506	June 16, 2006
	Chengdu Longhu Jinhua	42	5423507	June 16, 2006
	Chengdu Longhu Jinhua	37	5423508	June 16, 2006
	Chengdu Longhu Jinhua	37	5423510	June 16, 2006
	Chengdu Longhu Jinhua	36	5423512	June 16, 2006
龙湖	Chongqing Longhu Properties	9	5564472	August 25, 2006
善待你一生	Chongqing Longhu Properties	41	5564473	August 25, 2006
善待你一生	Chongqing Longhu Properties	40	5564474	August 25, 2006
善待你一生	Chongqing Longhu Properties	38	5564475	August 25, 2006
善待你一生	Chongqing Longhu Properties	39	5564476	August 25, 2006
善待你一生	Chongqing Longhu Properties	35	5564477	August 25, 2006
善待你一生	Chongqing Longhu Properties	19	5564478	August 25, 2006

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<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
善待你一生	Chongqing Longhu Properties	36	5564479	August 25, 2006
善待你一生	Chongqing Longhu Properties	6	5564480	August 25, 2006
善待你一生	Chongqing Longhu Properties	42	5564481	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	3	5564482	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	1	5564483	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	4	5564484	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	2	5564485	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	42	5564486	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	43	5564487	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	36	5564488	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	5	5564489	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	6	5564490	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	8	5564491	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	28	5564492	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	29	5564493	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	30	5564494	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	32	5564495	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	33	5564496	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	7	5564498	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	38	5564499	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	39	5564500	August 25, 2006






















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Trademark	Name of applicant	Class	Application number	Application date
<b>龙湖</b>	Chongqing Longhu Properties	40	5564501	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	11	5564522	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	10	5564523	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	9	5564524	August 25, 2006
	Chongqing Longhu Properties	8	5564525	August 25, 2006
	Chongqing Longhu Properties	7	5564526	August 25, 2006
善待你一生	Chongqing Longhu Properties	37	5564527	August 25, 2006
善待你一生	Chongqing Longhu Properties	45	5564528	August 25, 2006
善待你一生	Chongqing Longhu Properties	44	5564529	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	28	5564530	August 25, 2006
	Chongqing Longhu Properties	5	5564532	August 25, 2006
	Chongqing Longhu Properties	6	5564533	August 25, 2006
	Chongqing Longhu Properties	17	5564534	August 25, 2006
	Chongqing Longhu Properties	14	5564535	August 25, 2006
	Chongqing Longhu Properties	16	5564536	August 25, 2006
	Chongqing Longhu Properties	18	5564537	August 25, 2006
	Chongqing Longhu Properties	3	5564538	August 25, 2006
	Chongqing Longhu Properties	15	5564539	August 25, 2006
	Chongqing Longhu Properties	13	5564540	August 25, 2006
	Chongqing Longhu Properties	12	5564541	August 25, 2006
	Chongqing Longhu Properties	25	5564542	August 25, 2006




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<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
	Chongqing Longhu Properties	24	5564543	August 25, 2006
	Chongqing Longhu Properties	23	5564544	August 25, 2006
	Chongqing Longhu Properties	28	5564545	August 25, 2006
	Chongqing Longhu Properties	22	5564546	August 25, 2006
	Chongqing Longhu Properties	21	5564547	August 25, 2006
	Chongqing Longhu Properties	20	5564548	August 25, 2006
	Chongqing Longhu Properties	1	5564549	August 25, 2006
	Chongqing Longhu Properties	2	5564550	August 25, 2006
	Chongqing Longhu Properties	4	5564551	August 25, 2006
	Chongqing Longhu Properties	38	5564552	August 25, 2006
	Chongqing Longhu Properties	37	5564554	August 25, 2006
	Chongqing Longhu Properties	32	5564555	August 25, 2006
	Chongqing Longhu Properties	33	5564556	August 25, 2006
	Chongqing Longhu Properties	30	5564558	August 25, 2006
	Chongqing Longhu Properties	29	5564559	August 25, 2006
	Chongqing Longhu Properties	27	5564560	August 25, 2006
	Chongqing Longhu Properties	26	5564561	August 25, 2006
	Chongqing Longhu Properties	16	5564562	August 25, 2006
	Chongqing Longhu Properties	15	5564563	August 25, 2006
	Chongqing Longhu Properties	14	5564564	August 25, 2006
	Chongqing Longhu Properties	13	5564565	August 25, 2006

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Trademark	Name of applicant	Class	Application number	Application date
<b>龙湖</b>	Chongqing Longhu Properties	12	5564566	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	11	5564567	August 25, 2006
<b>龙湖</b>	Chongqing Longhu Properties	10	5564568	August 25, 2006
	Chongqing Longhu Properties	42	5564569	August 25, 2006
	Chongqing Longhu Properties	40	5564570	August 25, 2006
	Chongqing Longhu Properties	39	5564571	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	9	5564572	August 25, 2006
龙湖集团	Chongqing Longhu Properties	37	5564573	August 25, 2006
龙湖集团	Chongqing Longhu Properties	42	5564574	August 25, 2006
龙湖集团	Chongqing Longhu Properties	36	5564575	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	13	5564576	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	18	5564577	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	17	5564578	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	10	5564579	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	33	5564580	August 25, 2006
善待你一生	Chongqing Longhu Properties	43	5564581	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	35	5564582	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	37	5564583	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	41	5564584	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	38	5564585	August 25, 2006
<b>龙湖地产</b>	Chongqing Longhu Properties	42	5564586	August 25, 2006



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Trademark	Name of applicant	Class	Application number	Application date
龙湖地产	Chongqing Longhu Properties	45	5564587	August 25, 2006
龙湖地产	Chongqing Longhu Properties	44	5564588	August 25, 2006
龙湖地产	Chongqing Longhu Properties	39	5564589	August 25, 2006
龙湖地产	Chongqing Longhu Properties	43	5564590	August 25, 2006
龙湖地产	Chongqing Longhu Properties	11	5564591	August 25, 2006
龙湖地产	Chongqing Longhu Properties	24	5564592	August 25, 2006
龙湖地产	Chongqing Longhu Properties	25	5564593	August 25, 2006
龙湖地产	Chongqing Longhu Properties	26	5564594	August 25, 2006
龙湖地产	Chongqing Longhu Properties	27	5564595	August 25, 2006
龙湖地产	Chongqing Longhu Properties	30	5564597	August 25, 2006
龙湖地产	Chongqing Longhu Properties	40	5564601	August 25, 2006
龙湖地产	Chongqing Longhu Properties	3	5564602	August 25, 2006
龙湖地产	Chongqing Longhu Properties	4	5564603	August 25, 2006
龙湖地产	Chongqing Longhu Properties	7	5564604	August 25, 2006
龙湖地产	Chongqing Longhu Properties	6	5564605	August 25, 2006
龙湖地产	Chongqing Longhu Properties	8	5564606	August 25, 2006
龙湖地产	Chongqing Longhu Properties	5	5564607	August 25, 2006
龙湖地产	Chongqing Longhu Properties	19	5564608	August 25, 2006
龙湖地产	Chongqing Longhu Properties	20	5564609	August 25, 2006
龙湖地产	Chongqing Longhu Properties	21	5564610	August 25, 2006
龙湖地产	Chongqing Longhu Properties	22	5564611	August 25, 2006

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Trademark	Name of applicant	Class	Application number	Application date
龙湖地产	Chongqing Longhu Properties	12	5564615	August 25, 2006
龙湖地产	Chongqing Longhu Properties	15	5564616	August 25, 2006
龙湖地产	Chongqing Longhu Properties	36	5564617	August 25, 2006
龙湖地产	Chongqing Longhu Properties	14	5564618	August 25, 2006
龙湖地产	Chongqing Longhu Properties	16	5564619	August 25, 2006
龙湖地产	Chongqing Longhu Properties	1	5564620	August 25, 2006
龙湖地产	Chongqing Longhu Properties	2	5564621	August 25, 2006
龙湖	Chongqing Longhu Properties	27	5564712	August 25, 2006
龙湖	Chongqing Longhu Properties	26	5564713	August 25, 2006
龙湖	Chongqing Longhu Properties	22	5564714	August 25, 2006
龙湖	Chongqing Longhu Properties	24	5564715	August 25, 2006
龙湖	Chongqing Longhu Properties	25	5564716	August 25, 2006
龙湖	Chongqing Longhu Properties	21	5564717	August 25, 2006
龙湖	Chongqing Longhu Properties	20	5564718	August 25, 2006
龙湖	Chongqing Longhu Properties	19	5564719	August 25, 2006
龙湖	Chongqing Longhu Properties	18	5564720	August 25, 2006
龙湖	Chongqing Longhu Properties	17	5564721	August 25, 2006
颐和原著	Beijing Longhu Properties	42	5735321	November 20, 2006
颐和原著	Beijing Longhu Properties	37	5735322	November 20, 2006
颐和原著	Beijing Longhu Properties	36	5735323	November 20, 2006

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<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
颐和原著	Beijing Longhu Properties	35	5735324	November 20, 2006
颐和原著	Beijing Longhu Properties	19	5735325	November 20, 2006
颐和原著	Beijing Longhu Properties	6	5735326	November 20, 2006
滢澜山	Beijing Longhu Properties	42	5735327	November 20, 2006
滢澜山	Beijing Longhu Properties	37	5735448	November 20, 2006
滢澜山	Beijing Longhu Properties	36	5735449	November 20, 2006
滢澜山	Beijing Longhu Properties	35	5735450	November 20, 2006
滢澜山	Beijing Longhu Properties	19	5735451	November 20, 2006
滢澜山	Beijing Longhu Properties	6	5735452	November 20, 2006
宜恒	Chongqing Longhu Properties	36	5759264	December 1, 2006
宜恒	Chongqing Longhu Properties	35	5759265	December 1, 2006
宜恒	Chongqing Longhu Properties	19	5759266	December 1, 2006
宜恒	Chongqing Longhu Properties	6	5759267	December 1, 2006
恒尚	Chongqing Longhu Properties	42	5759268	December 1, 2006
恒尚	Chongqing Longhu Properties	37	5759269	December 1, 2006
恒尚	Chongqing Longhu Properties	36	5759270	December 1, 2006
恒尚	Chongqing Longhu Properties	35	5759271	December 1, 2006
恒尚	Chongqing Longhu Properties	19	5759283	December 1, 2006
恒尚	Chongqing Longhu Properties	6	5759284	December 1, 2006


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<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
融 凯	Chongqing Longhu Properties	42	5759285	December 1, 2006
融 凯	Chongqing Longhu Properties	39	5759286	December 1, 2006
融 凯	Chongqing Longhu Properties	37	5759287	December 1, 2006
融 凯	Chongqing Longhu Properties	36	5759288	December 1, 2006
融 凯	Chongqing Longhu Properties	19	5759289	December 1, 2006
融 凯	Chongqing Longhu Properties	6	5759290	December 1, 2006
融 凯	Chongqing Longhu Properties	35	5759291	December 1, 2006
宜 恒	Chongqing Longhu Properties	42	5759292	December 1, 2006
宜 恒	Chongqing Longhu Properties	37	5759629	December 1, 2006
翠微清波	Chengdu Longhu Jinhua	42	5831697	January 8, 2007
翠微清波	Chengdu Longhu Jinhua	36	5831698	January 8, 2007
翠微清波	Chengdu Longhu Jinhua	37	5831699	January 8, 2007
翡冷翠堤	Beijing Longhu Properties	19	5880855	January 31, 2007
翡冷翠堤	Beijing Longhu Properties	35	5880856	January 31, 2007
翡冷翠堤	Beijing Longhu Properties	37	5880857	January 31, 2007
翡冷翠堤	Beijing Longhu Properties	42	5880858	January 31, 2007
翡冷翠堤	Beijing Longhu Properties	36	5880864	January 31, 2007
翡冷翠堤	Beijing Longhu Properties	6	5880874	January 31, 2007
颐和盛景	Beijing Longhu Properties	42	5885983	February 2, 2007

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**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
颐和盛景	Beijing Longhu Properties	37	5885984	February 2, 2007
颐和盛景	Beijing Longhu Properties	36	5885985	February 2, 2007
颐和盛景	Beijing Longhu Properties	35	5885986	February 2, 2007
颐和盛景	Beijing Longhu Properties	19	5885987	February 2, 2007
颐和盛景	Beijing Longhu Properties	6	5885988	February 2, 2007
善待你一生 for you . forever	Chongqing Longhu Properties	42	5928116	March 2, 2007
善待你一生 for you . forever	Chongqing Longhu Properties	44	5928117	March 2, 2007
for you . forever	Chongqing Longhu Properties	19	5928118	March 2, 2007
for you . forever	Chongqing Longhu Properties	37	5928119	March 2, 2007
for you . forever	Chongqing Longhu Properties	38	5928120	March 2, 2007
for you . forever	Chongqing Longhu Properties	39	5928121	March 2, 2007
for you . forever	Chongqing Longhu Properties	40	5928122	March 2, 2007
for you . forever	Chongqing Longhu Properties	41	5928123	March 2, 2007
for you . forever	Chongqing Longhu Properties	43	5928124	March 2, 2007
for you . forever	Chongqing Longhu Properties	45	5928125	March 2, 2007
善待你一生 for you . forever	Chongqing Longhu Properties	36	5928176	March 2, 2007
善待你一生 for you . forever	Chongqing Longhu Properties	6	5928194	March 2, 2007
善待你一生 for you . forever	Chongqing Longhu Properties	35	5928195	March 2, 2007
 蓝湖香颂	Chongqing Longhu Properties	6	5936183	March 9, 2007

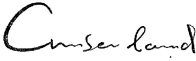
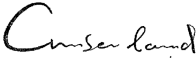

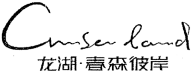
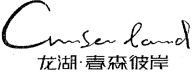
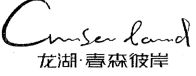
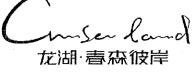


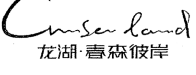
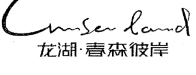

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Trademark	Name of applicant	Class	Application number	Application date
	Chongqing Longhu Properties	19	5936184	March 9, 2007
	Chongqing Longhu Properties	35	5936185	March 9, 2007
	Chongqing Longhu Properties	36	5936186	March 9, 2007
	Chongqing Longhu Properties	37	5936187	March 9, 2007
	Chongqing Longhu Properties	42	5936188	March 9, 2007
	Chongqing Longhu Properties	6	5936189	March 9, 2007
	Chongqing Longhu Properties	19	5936190	March 9, 2007
	Chongqing Longhu Properties	42	5936364	March 9, 2007
	Chongqing Longhu Properties	37	5936365	March 9, 2007
	Chongqing Longhu Properties	36	5936366	March 9, 2007
	Chongqing Longhu Properties	35	5936367	March 9, 2007
香醍漫步	Beijing Longhu Properties	36	5992585	April 11, 2007
香醍漫步	Beijing Longhu Properties	35	5992586	April 11, 2007
香醍漫步	Beijing Longhu Properties	19	5992587	April 11, 2007
香醍漫步	Beijing Longhu Properties	6	5992588	April 11, 2007
香醍漫步	Beijing Longhu Properties	42	5992650	April 11, 2007
香醍漫步	Beijing Longhu Properties	37	5992651	April 11, 2007

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<u>Trademark</u>	<u>Name of applicant</u>	<u>Class</u>	<u>Application number</u>	<u>Application date</u>
	Chongqing Longhu Properties	37	6364281	November 7, 2007
	Chongqing Longhu Properties	36	6364282	November 7, 2007
龙湖·春森彼岸	Chongqing Longhu Properties	37	6364283	November 7, 2007
龙湖·春森彼岸	Chongqing Longhu Properties	36	6364284	November 7, 2007
	Chongqing Longhu Properties	45	6364331	November 7, 2007
	Chongqing Longhu Properties	44	6364332	November 7, 2007
	Chongqing Longhu Properties	43	6364333	November 7, 2007
	Chongqing Longhu Properties	42	6364334	November 7, 2007
	Chongqing Longhu Properties	41	6364335	November 7, 2007
	Chongqing Longhu Properties	37	6364336	November 7, 2007
	Chongqing Longhu Properties	36	6364337	November 7, 2007
	Chongqing Longhu Properties	35	6364338	November 7, 2007
	Chongqing Longhu Properties	19	6364339	November 7, 2007
	Chongqing Longhu Properties	6	6364340	November 7, 2007
龙湖三千里	Chengdu Longhu Jinhua	42	6518630	January 21, 2008
龙湖三千里	Chengdu Longhu Jinhua	37	6518631	January 21, 2008
龙湖三千里	Chengdu Longhu Jinhua	36	6518632	January 21, 2008

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Trademark	Name of applicant	Class	Application number	Application date
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	39	6547869	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	37	6547870	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	36	6547871	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	35	6547872	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	19	6547873	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	11	6547874	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	35	6547879	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	19	6547880	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	11	6547881	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	6	6547882	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	6	6547883	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	45	6547884	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	44	6547885	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	43	6547886	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	42	6547887	February 4, 2008
<b>Longfor</b> 龙湖地产	Chongqing Longhu Properties	41	6547888	February 4, 2008
<b>龙湖地产</b>	Chongqing Longhu Properties	37	6547889	February 4, 2008
<b>龙湖地产</b>	Chongqing Longhu Properties	36	6547890	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	45	6547891	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	44	6547892	February 4, 2008
<b>Longfor</b>	Chongqing Longhu Properties	43	6547893	February 4, 2008



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Trademark	Name of applicant	Class	Application number	Application date
<i>Longfor</i>	Chongqing Longhu Properties	42	6547894	February 4, 2008
<i>Longfor</i>	Chongqing Longhu Properties	41	6547895	February 4, 2008
<i>Longfor</i>	Chongqing Longhu Properties	39	6547896	February 4, 2008
<i>Longfor</i>	Chongqing Longhu Properties	37	6547897	February 4, 2008
<i>Longfor</i>	Chongqing Longhu Properties	36	6547898	February 4, 2008
三千城	Chengdu Longhu Tongjin	42	6687981	April 28, 2008
三千城	Chengdu Longhu Tongjin	37	6687982	April 28, 2008
三千城	Chengdu Longhu Tongjin	36	6687983	April 28, 2008
长桥郡	Chengdu Longhu Jincheng	42	6687984	April 28, 2008
长桥郡	Chengdu Longhu Jincheng	37	6687985	April 28, 2008
长桥郡	Chengdu Longhu Jincheng	36	6687986	April 28, 2008
世纪峰景	Chengdu Huixin	42	6916060	August 25, 2008
世纪峰景	Chengdu Huixin	37	6916061	August 25, 2008
世纪峰景	Chengdu Huixin	36	6916062	August 25, 2008
龙湖·小院青城	Sichuan Xinglonghu	42	6916063	August 25, 2008
龙湖·小院青城	Sichuan Xinglonghu	37	6916064	August 25, 2008
龙湖·小院青城	Sichuan Xinglonghu	36	6916065	August 25, 2008

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**STATUTORY AND GENERAL INFORMATION**

<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
龙湖·弗莱明戈	Chengdu Xixiang	42	6916066	August 25, 2008
龙湖·弗莱明戈	Chengdu Xixiang	37	6916067	August 25, 2008
龙湖·弗莱明戈	Chengdu Xixiang	36	6916068	August 25, 2008
龙湖·铜雀臺	Chengdu Longhu Tongjin	36	6941890	September 8, 2008
龙湖·铜雀臺	Chengdu Longhu Tongjin	37	6942112	September 8, 2008
龙湖·铜雀臺	Chengdu Longhu Tongjin	42	6942271	September 8, 2008

As at the Latest Practicable Date, our Group had applied for registration of the following trademark in Hong Kong:

<b>Trademark</b>	<b>Name of applicant</b>	<b>Class</b>	<b>Application number</b>	<b>Application date</b>
Longfor 龙湖地产	the Company	6, 19, 20, 35, 36, 37, 38, 39, 41, 42, 43, 44, 45	301132550	June 5, 2008
Longfor 龙湖地产				
LongFor 龙湖地产				
LongFor 龍湖地產				

(b) *Patents*

As at the Latest Practicable Date, our Group had registered the following patent in the PRC:

<b>Patent</b>	<b>Place of application</b>	<b>Name of applicant</b>	<b>Registration number</b>	<b>Registration period</b>
一種豎向錯疊式花園洋房住宅 (Vertical split-level garden apartments)	PRC	Chongqing Longhu Properties	ZL 2007 2 020114L5	October 10, 2007 to October 9, 2017

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(c) **Copyrights**

As at the Latest Practicable Date, our Group had registered the following copyrights in the PRC:

<b>Copyright</b>	<b>Place of registration</b>	<b>Registered owner</b>	<b>Registration number</b>
善待你一生 善待您一生 (廣告語)	PRC	Chongqing Longhu Development ( <i>Note 1</i> )	31-2000-A-219
回家就是度假的開始!(廣告語) (附吉祥物呆呆、魚、太陽)	PRC	Chongqing Longhu Properties ( <i>Note 2</i> )	31-2000-A-266
大隱隱於市(廣告語)	PRC	Chongqing Longhu Properties	31-2001-A-736
生活在高端(廣告語)	PRC	Chongqing Longhu Properties	31-2004-A-2303
上品(廣告語)	PRC	Chongqing Longhu Properties	31-2004-A-2304
一生一棟(廣告語)	PRC	Chongqing Longhu Properties	31-2004-A-2305
一寸空間一寸金(廣告語)	PRC	Chongqing Longhu Properties	31-2004-A-2306

*Notes:*

- Based on the legal opinion of Commerce and Finance Law Offices, the PRC legal advisors to our Company, the copyright of “善待你一生. 善待您一生” is still held in the name of Chongqing Jiachen Economic Development Co. Ltd. (重慶佳辰經濟發展有限公司), former name of Chongqing Longhu Development. Commerce and Finance Law Offices advised that Chongqing Longhu Development enjoys the copyright of “善待你一生. 善待您一生”, but ought to register the change of name, for which procedure Commerce and Finance Law Offices do not consider there exists any substantive legal obstacle.
- Based on the legal opinion of Commerce and Finance Law Offices, the PRC legal advisors to our Company, the copyright of “回家就是度假的開始!(附吉祥物呆呆、魚、太陽)” is still in the name of Chongqing Zhongjian Ke Real Estate Co., Ltd. (重慶市中建科置業有限公司), former name of Chongqing Longhu Properties. Commerce and Finance Law Offices advised that Chongqing Longhu Properties enjoys the copyright of “回家就是度假的開始!(附吉祥物呆呆、魚、太陽)”, but ought to register the change of name, for which procedure Commerce and Finance Law Offices do not consider there exists any substantive legal obstacle.

As at the Latest Practicable Date, our Group had not applied for registration of any other copyrights in the PRC.

(d) **Domain names**

As at the Latest Practicable Date, our Group had registered the following domain names:

<b>Domain Name</b>	<b>Date of Registration</b>
longhu.cq.cn . . . . .	February 5, 2004
longhu.net.cn . . . . .	October 28, 2002
longhu.com . . . . .	November 25, 1998
longhu.net . . . . .	January 14, 2000
longhu.com.cn . . . . .	October 28, 2002
longhu.cn. . . . .	March 17, 2003
longfor.com . . . . .	March 24, 2007
longhugroup.net . . . . .	August 17, 2007
longhugroup.com. . . . .	August 17, 2007
longhugroup.mobi . . . . .	August 17, 2007
longhugroup.com.cn . . . . .	August 17, 2007
longhugroup.net.cn. . . . .	August 17, 2007
longhugroup.cn . . . . .	August 17, 2007

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<b>Domain Name</b>	<b>Date of Registration</b>
longforgroup.cn . . . . .	October 10, 2007
longforgroup.com . . . . .	October 10, 2007
longforgroup.net . . . . .	October 10, 2007
longforgroup.com.cn. . . . .	October 10, 2007
longforgroup.mobi . . . . .	October 10, 2007
longforland.cn. . . . .	October 10, 2007
longforland.com . . . . .	October 10, 2007
longforland.net . . . . .	October 10, 2007
longforland.com.cn. . . . .	October 10, 2007
longforland.mobi . . . . .	October 10, 2007
longforproperties.cn . . . . .	October 10, 2007
longforproperties.com. . . . .	October 10, 2007
longforproperties.net. . . . .	October 10, 2007
longforproperties.com.cn . . . . .	October 10, 2007
longforproperties.mobi . . . . .	October 10, 2007
longforhotels.cn. . . . .	October 10, 2007
longforhotels.com . . . . .	October 10, 2007
longforhotels.net . . . . .	October 10, 2007
longforhotels.com.cn . . . . .	October 10, 2007
longforhotels.mobi . . . . .	October 10, 2007
longforassets.cn. . . . .	October 10, 2007
longforassets.com . . . . .	October 10, 2007
longforassets.net . . . . .	October 10, 2007
longforassets.com.cn. . . . .	October 10, 2007
longforinvest.cn. . . . .	October 10, 2007
longforinvest.com . . . . .	October 10, 2007
longforinvest.net . . . . .	October 10, 2007
longforinvest.com.cn . . . . .	October 10, 2007
longfor.com.cn . . . . .	April 21, 2007
longfor.hk . . . . .	November 12, 2007
longfor.mobi. . . . .	October 10, 2007
lhtraining.com.cn. . . . .	July 16, 2007
lhtraining.net . . . . .	July 16, 2007
lhtraining.org . . . . .	July 16, 2007
lhtraining.cn . . . . .	July 16, 2007
龍湖. cn(中國) . . . . .	August 23, 2003
龍湖地產.公司 . . . . .	September 10, 2004
龍湖地產.com. . . . .	September 16, 2003
龍湖地產.hk. . . . .	June 18, 2008
龍湖地產.中國(CN) . . . . .	September 17, 2003
龍湖地產集團.中國 . . . . .	June 18, 2008
龍湖地產集團.公司 . . . . .	June 18, 2008
龍湖.公司 . . . . .	January 30, 2001
新龍湖物管.公司. . . . .	May 12, 2004
重慶佳辰.公司(CN) . . . . .	February 6, 2001
蔡奎.net . . . . .	May 18, 2007
蔡奎.com. . . . .	May 18, 2007
蔡奎.中國 . . . . .	May 18, 2007

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<u>Domain Name</u>	<u>Date of Registration</u>
吳亞軍.net . . . . .	May 18, 2007
吳亞軍.com . . . . .	May 18, 2007
吳亞軍.中國 . . . . .	May 18, 2007
wuyajun.net.cn . . . . .	May 18, 2007
caikui.net.cn . . . . .	May 18, 2007
caikui.mobi . . . . .	May 18, 2007
khwstj.com.cn . . . . .	June 11, 2008
shuashuale.com.cn . . . . .	July 8, 2008
wuyj.me . . . . .	July 17, 2008
wuyajun.me . . . . .	July 17, 2008
caikui.me . . . . .	July 17, 2008

Save as aforesaid, as at the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our Group's business.

**(2) THE REORGANIZATION**

The companies within our Group underwent the following reorganization:

1. *Incorporation of our Company*

On December 21, 2007, we were incorporated in the Cayman Islands as an exempted limited liability company with an authorized share capital of HK\$50,000 divided into 500,000 Shares of HK\$0.10 each, of which 600 Shares and 400 Shares were issued and fully paid up, to Charm Talent and Precious Full, respectively after the transfer of 1 subscriber share transferred by Codan Trust Company (Cayman) Limited as the initial subscriber to Charm Talent, and the allotment and issue of 599 Shares and 400 Shares to Charm Talent and Precious Full, respectively. Charm Talent and Precious Full are companies incorporated in the BVI and owned by Madam Wu and Mr. Cai, respectively.

2. *Transfer of the entire issued share capital of Juntion Development*

On June 11, 2008, Madam Wu and Mr. Cai transferred 1,200,000 shares and 800,000 shares of HK\$1 each in the share capital in Juntion Development, representing 60% and 40% of the total issued share capital in Juntion Development to Longfor Investment at a purchase consideration of HK\$1,920,693,053 and HK\$1,280,462,036, respectively. Such purchase considerations were determined based on the audited consolidated net asset value of Juntion Development as of December 31, 2007.

3. *Respective assignments of debt by Madam Wu and Mr. Cai to Charm Talent and Precious Full and subsequent assignments of debt by Charm Talent and Precious Full to our Company*

- (a) Pursuant to two deeds of assignment both dated June 11, 2008, Madam Wu and Mr. Cai assigned to Charm Talent and Precious Full at face value the amounts of HK\$1,920,693,053 and HK\$1,280,462,036 due from Longfor Investment respectively thereto as purchase consideration payable by Longfor Investment for the purchase of the entire issued share capital of Juntion Development. Following such assignments, Longfor Investment was indebted to Charm Talent and Precious Full in the respective amounts of HK\$1,920,693,053 and HK\$1,280,462,036.

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- (b) Upon completion of the assignments referred to in sub-paragraph (a) above and pursuant to two deeds of assignment dated June 11, 2008, Charm Talent and Precious Full assigned to our Company at face value the same amounts of HK\$1,920,693,053 and HK\$1,280,462,036 due from Longfor Investment. Following such assignments, Longfor Investment was indebted to our Company for a total of HK\$3,201,155,089 and our Company was in turn indebted to Charm Talent and Precious Full in the amounts of HK\$1,920,693,053 and HK\$1,280,462,036, respectively.

4. *Allotment of shares by Longfor Investment to our Company*

Longfor Investment allotted and issued to our Company one share of US\$1, credited as fully paid, in settlement of the amounts due from Longfor Investment to Charm Talent and Precious Full as referred to in paragraph 3(b) above.

5. *Capitalisation of loan due from our Company to Charm Talent and Precious Full*

On June 11, 2008, our Company allotted and issued to Charm Talent and Precious Full 2,361,591,000 Shares and 1,574,394,000 Shares and at the direction of Charm Talent and Precious Full, to Fit All, 64,014,000 Shares, credited as fully paid, in full settlement of the respective loan amounts of HK\$1,920,693,053 and HK\$1,280,462,036 due from our Company to Charm Talent and Precious Full.

**(4) FURTHER INFORMATION ABOUT THE DIRECTORS**

**(A) Particulars of directors' service contracts**

(a) *Executive directors and independent non-executive directors*

Each of our executive directors has entered into a service contract with our Company regarding his or her appointment as executive director for a term of three years commencing from November 1, 2009. Either party has the right to give not less than three months' written notice to terminate the agreement.

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Each of our independent non-executive directors has entered into an appointment letter with our Company. None of them has entered into any service contract with our Group. The term of office of our independent non-executive directors is from the date of appointment up to the conclusion of the next annual general meeting of our Company but in each case, either our Company or the relevant director can give three months' prior notice at any time to terminate the appointment without payment of compensation, and the appointments are subject to the provisions of retirement and rotation of directors under the Articles of Association.

The terms of each of the appointment letters of each of such independent non-executive directors are in all material respects identical. Each of them is entitled to an annual director's fee of HK\$300,000.

Save as disclosed in this document, none of our directors has or is proposed to have a service contract with our Group other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

(b) ***Remuneration of directors***

Directors' emoluments (including those received under the Pre-[●] Share Award Schemes and the Pre-[●] Option Scheme) of approximately RMB20.9 million in aggregate were paid and granted by our Group to our directors in respect of the one year period ended December 31, 2008.

Under the arrangements currently in force, our directors will be entitled to receive directors' emoluments which, for the year ending December 31, 2009, is expected to be approximately RMB20.4 million in aggregate (excluding discretionary bonus or options under the Post-[●] Option Scheme, if any).

**(B) Disclosure of interests**

(a) ***Interests and short positions of our directors in the share capital of the Company and its associated corporations***

Immediately following [●] and taking no account of any Shares which may be allotted and issued pursuant to the exercise of any Pre-[●] Options or any option that may be granted under the Post-[●] Option Scheme or the exercise of the [●], the interests or short positions of our directors and our chief executives in the shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which

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will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

- (i) *Long positions in the shares, underlying shares and debentures of our Company or its associated corporations*

<b>Name of Director</b>	<b>Name of corporation</b>	<b>Capacity/Nature of interest</b>	<b>Total number of shares</b>	<b>Approximate percentage of interest in the corporation</b>
Madam Wu . . .	Our Company	Founder of a discretionary trust ( <i>Note 1</i> )	2,343,591,600	46.9%
	Our Company	Family interest ( <i>Note 2</i> )	1,562,394,400	31.3%
	Chongqing Longhu Development	Interest of controlled corporation ( <i>Note 3</i> )	8.7% of the registered capital of Chongqing Longhu Development	8.7%
Lin Chu Chang.	Our Company	Beneficiary of a trust ( <i>Note 4</i> )	2,800,000 Shares	0.056%
		Beneficiary of a trust ( <i>Note 5</i> )	37,940,000 Shares	0.75%
Fang Shengtao .	Our Company	Beneficiary of a trust ( <i>Note 4</i> )	4,512,000 Shares	0.09%
		Beneficiary of a trust ( <i>Note 5</i> )	37,940,000 Shares	0.75%
Chen Kai . . . .	Our Company	Beneficiary of a trust ( <i>Note 4</i> )	3,400,000 Shares	0.068%
Qin Lihong . . .	Our Company	Beneficiary of a trust ( <i>Note 4</i> )	3,400,000 Shares	0.068%

*Notes:*

- These Shares are held by Charm Talent as registered holder. The entire issued share capital of Charm Talent is wholly owned by Silver Sea, the entire issued share capital of which is in turn wholly-owned by HSBC International Trustee as the trustee of the Wu Family Trust. The Wu Family Trust is a discretionary trust set up by Madam Wu as settlor and protector and HSBC International Trustee as trustee on June 11, 2008. The beneficiary objects of the Wu Family Trust include certain family members of Madam Wu and Fit All. Madam Wu as founder of the Wu Family Trust is taken to be interested in the 2,343,591,600 Shares held by Charm Talent immediately upon [●] pursuant to Part XV of the SFO.
- These Shares are held by Precious Full as registered holders. The entire issued share capital of Precious Full is wholly owned by Silverland, the entire issued share capital of which is in turn wholly-owned by HSBC International Trustee as the trustee of the Cai Family Trust. The Cai Family Trust is a discretionary trust set up by Mr. Cai as settlor and protector and HSBC International Trustee as trustee on June 11, 2008. The beneficiary objects of the Cai Family Trust include certain family members of Mr. Cai and Fit All. Madam Wu as the spouse of Mr. Cai is taken to be interested in the 1,562,394,400 Shares held by Precious Full immediately upon [●] pursuant to Part XV of the SFO.
- Chongqing Longhu Development is owned as to 91.3% by Juntion Development and 8.7% by Chongqing Xuke. Chongqing Xuke is owned as to 63% by Madam Wu and as to 37% by Mr. Cai, respectively.



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4. Such number of Shares are held on trust by Fit All. The entire issued share capital of Fit All is wholly-owned by HSBC (HK) Trustee as the trustee of the Fit All Trust. The Fit All Trust was set up on June 11, 2008 with HSBC (HK) Trustee acting as the trustee thereof. The beneficiary objects of the Fit All Trust are 550 selected employees of our Group (including the four executive directors named above) as participants of the Pre-[●] Share Award Schemes.
5. 37,940,000 Pre-[●] Options are currently held by Long Faith subject to the terms of the Long Faith Trust. The Long Faith Trust is a discretionary trust of which HSBC (HK) Trustee is the trustee and the relevant director is one of the discretionary objects.

(b) *Interests and short positions discloseable under Divisions 2 and 3 of Part XV of the SFO*

Immediately following [●] and taking no account of any Shares which may be allotted and issued pursuant to the exercise of any Pre-[●] Options or any option that may be granted under the Post-[●] Option Scheme or the exercise of the [●] and none of the [●] is required to subscribe and/or purchase, and/or procure the subscription and/or purchase of Shares thereunder on or prior to the [●], in addition to the interests disclosed under paragraph (a) above, so far as our directors were aware, as at the Latest Practicable Date, the following persons were (other than members of our Group) expected to have interests and/or short positions in the shares and underlying shares of our Company which are required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, and/or

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are expected to be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group:

(i) *Long positions in the shares and underlying shares of our Company*

<u>Name of interested party</u>	<u>Capacity/Nature of interest</u>	<u>Total number of Shares</u>	<u>Approximate percentage of interest in the corporation</u>
Mr. Cai . . . . .	Family interest ( <i>Note 1</i> )	2,343,591,600	46.9%
Charm Talent . . . . .	Registered owner ( <i>Note 1</i> )	2,343,591,600	46.9%
Silver Sea . . . . .	Interest of controlled corporation ( <i>Note 1</i> )	2,343,591,600	46.9%
HSBC International Trustee . . .	Trustee ( <i>Note 1</i> )	2,343,591,600	46.9%
Mr. Cai . . . . .	Founder of a discretionary trust ( <i>Note 2</i> )	1,562,394,400	31.3%
Precious Full . . . . .	Registered owner ( <i>Note 2</i> )	1,562,394,400	31.3%
Silverland . . . . .	Interest of controlled corporation ( <i>Note 2</i> )	1,562,394,400	31.3%
HSBC International Trustee . . .	Trustee ( <i>Note 2</i> )	1,562,394,400	31.3%

*Notes:*

- The entire issued share capital of Silver Sea is wholly-owned by HSBC International Trustee as trustee of the Wu Family Trust. The Wu Family Trust is a discretionary trust set up by Madam Wu as settlor and protector and HSBC International Trustee as trustee on June 11, 2008. The beneficial objects of the Wu Family Trust include family members of Madam Wu and Fit All. Madam Wu (as founder of the Wu Family Trust), Mr. Cai (as the spouse of Madam Wu), Silver Sea and HSBC International Trustee are taken to be interested in the 2,343,591,600 Shares held by Charm Talent immediately upon [●] pursuant to Part XV of the SFO.
- The entire issued share capital of Silverland is wholly-owned by HSBC International Trustee as trustee of the Cai Family Trust. The Cai Family Trust is a discretionary trust set up by Mr. Cai as settlor and protector and HSBC International Trustee as trustee on June 11, 2008. The beneficial objects of the Cai Family Trust include family members of Mr. Cai and Fit All. Mr. Cai (as founder of the Cai Family Trust), Madam Wu (as the spouse of Mr. Cai), Silverland and HSBC International Trustee are taken to be interested in the 1,562,394,400 Shares held by Precious Full immediately upon [●] pursuant to Part XV of the SFO.

(ii) *Substantial shareholders of other members of our Group*

<u>Name of shareholder</u>	<u>Name of member of our Group</u>	<u>Capacity</u>	<u>Number and class of securities</u>	<u>Approximate percentage of shareholding</u>
Fantastic Star Investment Limited . . . . .	Chongqing Longhu Yiheng Real Estate Development Co., Ltd. (重慶龍湖宜恒地產發展有限公司)	Beneficial owner	49% of the registered capital	49%
ING COF IV SRL . . . . .	Chengdu Longhu Tongjin Real Estate Co., Ltd. (成都龍湖同晉置業有限公司)	Beneficial owner	25% of the registered capital	25%

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(c) *Connected transactions and related party transactions*

Save as disclosed in this document and in note 43 of the accountants’ report, the text of which is set out in the section headed “Appendix I — Accountants’ Report” to this document, during the two years immediately preceding the date of this document, neither our Company nor any member of our Group had engaged in any other connected transactions or related party transactions.

**(C) Disclaimers**

Save as disclosed in this document, as at the Latest Practicable Date:

- (a) our directors were not aware of any person (not being a director or chief executive of our Company) who would, immediately after completion of the [●] (taking no account of the [●] or any Shares which may be taken up under the [●] or any exercise of any Pre-[●] Options or any options that may be granted under the Post-[●] Option Scheme), have an interest or a short position in Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who would, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group;
- (b) none of our directors had any interest or short position in any of the Shares, underlying Shares or debentures or any shares, underlying shares or debentures of any associated corporation within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is deemed to have under such provisions of the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which would be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, in each case once the Shares are listed;

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- (c) none of our directors nor any of the parties listed in the section headed “Consents of experts” of this Appendix was interested in the promotion of, or in any assets which had been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to our Company or any of its subsidiaries, or were proposed to be acquired or disposed of by or leased to our Company or any of its subsidiaries;
- (d) none of our directors nor any of the parties listed in the section headed “Consents of experts” of this Appendix was materially interested in any contract or arrangement subsisting at the date of this document which was significant in relation to our Group’s business;
- (e) save in connection with the [●], none of the parties listed in the section headed “Consents of experts” of this Appendix:
  - (i) were interested legally or beneficially in any securities of any member of our Group; or
  - (ii) had any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (f) none of our directors or their associates nor, to the knowledge of the directors, had any Shareholder who held more than 5% of the total issued Shares as at the Latest Practicable Date had any interest in any of the five largest customers of our Group;
- (g) none of our directors or their associates nor, to the knowledge of our directors, had any Shareholder who held more than 5% of the total issued Shares as at the Latest Practicable Date had any interest in any of the five largest suppliers of our Group; and
- (h) none of our directors had entered into or was proposing to enter into a service contract with our Company or any of its subsidiaries (other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

### (5) OTHER INFORMATION

#### (A) Indemnities

The Covenantors have given indemnities pursuant to the Deed of Indemnity as referred to in this section of the document headed “(F) Summary of our material contracts” in connection with taxation liabilities of the Group (if any) relating to events or matters occurred on or before the [●].

The indemnities in the Deed of Indemnity shall not apply in, among others, the following circumstances:

- (a) to the extent that provision has been made for such taxation in the audited accounts of our Company or any of its subsidiaries; or

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- (b) to the extent that liability for such taxation would not have arisen but for some act or omission of, or transaction entered into by any member of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) voluntarily effected without the prior written consent or agreement of the Covenantors otherwise than in the course of normal day to day operations or carried out, made or entered into pursuant to a legally binding commitment created on or before the [●];
- (c) to the extent that any provisions or reserve made for taxation in the audited accounts of our Company or any member of our Group up to June 30, 2009 is finally established to be an over-provision or an excessive reserve; or
- (d) to the extent that such taxation claim arises or is incurred as a result of the imposition of taxation as a consequence of any retrospective change in the law, rules or regulations or the interpretation or practice thereof by the relevant tax authority coming into force after the [●] or to the extent that such taxation claim arises or is increased by an increase in rates of taxation after the [●] with retrospective effect.

Our directors have been advised that no material liability for estate duty is likely to fall on our Company or any of its subsidiaries in the Cayman Islands.

**(B) Litigation**

No member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our directors to be pending or threatened by or against any member of our Group that would have a material adverse effect on our Group's results of operations or financial condition.

**(D) Promoter**

There is no promoter of the Company.

**(E) Agency fees or commissions**

Save as disclosed in this document, within the two years preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries.

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### (G) No material adverse change

Our directors believe that there has been no material adverse change in the financial or trading position of our Group since June 30, 2009 (being the date on which the latest audited combined financial statements of our Group was made up).

### (H) Binding effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

### (I) Miscellaneous

(a) Save as disclosed in this document:

- (i) within the two years immediately preceding the date of this document, no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (ii) no share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) neither our Company nor any of its subsidiaries have issued or agreed to issue any founder shares, management shares or deferred shares;
- (iv) within the two years immediately preceding the date of this document, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
- (v) within the two years preceding the date of this document, no commission has been paid or payable (except commissions to [●]) for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any Shares in our Company; and
- (vi) none of the equity and debt securities of our Company is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought.

(b) Our Company has no outstanding convertible debt securities or debentures.

(c) Save for the pledge of bank deposits and charges as disclosed in note 38 set out in the section headed "Appendix I — Accountants' Report" or in the "(F) Summary of our material contracts" in this Appendix VII (to the extent they have not been discharged or released), our Company has no material mortgage or charge.

### (6) PRE-[●] SHARE AWARD SCHEMES

We adopted two Pre-[●] Share Award Schemes on November 30, 2007 and July 31, 2009 respectively, the principal terms of both schemes are substantially the same and are summarized below.

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### *Objective*

We adopted the Pre-[●] Share Award Schemes on November 30, 2007 and July 31, 2009 respectively to recognise the contribution of certain of our employees, especially those whom we consider have contributed to the early development and growth of our Group, and to align their interests with those of our shareholders.

### *Implementation*

Pursuant to the Pre-[●] Share Award Schemes, a total of 550 employees were awarded Shares representing approximately 2.35% of the total issued share capital of our Company as at the Latest Practicable Date. Pursuant to the scheme adopted on November 30, 2007, at the direction of Charm Talent and Precious Full, our Company issued a total of 64,014,000 Shares to Fit All, a special purpose vehicle incorporated in the BVI on June 11, 2008. Pursuant to the scheme adopted on July 31, 2009, Charm Talent and Precious Full transferred to Fit All, as a discretionary object of each of the Wu Family Trust and the Cai Family Trust, a total of 30 million Shares (18 million Shares in the case of Charm Talent and 12 million Shares in the case of Precious Full). As at the Latest Practicable Date, a total of 94,014,000 Shares (the "Awarded Shares") were granted to a total of 550 employees of our Group (the "Selected Employees"). For the implementation of the Pre-[●] Share Award Schemes, the Fit All Trust was established on June 11, 2008. The Fit All Trust is a fixed trust for the benefit of the Selected Employees and HSBC (HK) Trustee acts as the trustee thereof.

### *Vesting of the Awarded Shares*

- The Selected Employees are not entitled to exercise or enjoy the rights to the Awarded Shares pending the vesting of the Awarded Shares in accordance with the applicable vesting period.
- Vesting period for a Selected Employee is determined based on his or her (i) performance appraisal; (ii) length of service; and (iii) seniority.
- In general, vesting period is either four or five years during which the Awarded Shares granted to any particular Selected Employee will vest on each anniversary of the first vesting date in equal portions.
- The first vesting date for all the relevant Selected Employees under the scheme of 2007 is January 1, 2009, and the first vesting date for all the relevant Selected Employees under the scheme of 2009 is July 1, 2010.
- Vesting period of a Selected Employee is subject to postponement in the event of unsatisfactory performance of such employee based on his or her annual performance appraisal.
- Prior to vesting, the Selected Employees are not entitled to the rights to and interests in the Awarded Shares, including voting and distribution rights.

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### *Triggering events for surrender of Awarded Shares*

Awarded Shares granted will be deemed to have been surrendered by a Selected Employee upon the occurrence of any of the following events:

- Termination of employment with or without cause;
- Unsatisfactory performance leading to demotion and failure to satisfy the criteria for re-promotion within one year;
- Performance appraisal rating at the lowest range for two consecutive years; or
- Passing away not in the course of carrying out his or her duties as an employee of our Group provided that the personal representative(s) of the employee will be entitled to such number of Awarded Shares which would otherwise have vested in the one year period after the death of the employee.

Awarded Shares deemed to have been surrendered may be repurchased and cancelled or re-allocated at the discretion of our Company.

### **(7) PRE-[●] OPTION SCHEME**

We adopted the Pre-[●] Option Scheme on November 30, 2007, the principal terms of which are summarised below.

#### *Objective*

We adopted the Pre-[●] Option Scheme to recognise the contribution of certain of our senior management personnel and to distribute ownership of our Company to such management personnel. The scheme also serves to retain such senior management personnel.

#### *Implementation*

Pursuant to the Pre-[●] Option Scheme, six senior management personnel, including two executive directors (the "Managers") were granted the Pre-[●] Options to subscribe for up to approximately 0.9% of the total issued share capital of our Company as at the Latest Practicable Date. The Pre-[●] Options were subsequently transferred to Long Faith, a special purpose vehicle incorporated in the BVI. For the implementation of the Pre-[●] Option Scheme, the Long Faith Trust was established on June 11, 2008. The Long Faith Trust is a discretionary trust of which HSBC (HK) Trustee acts as the trustee and the discretionary objects include the Managers.

#### *Vesting of the Pre-[●] Options*

The Pre-[●] Options will vest in equal portion on January 1, 2009, 2010, 2011 and 2012 and will only become exercisable for a period following from the respective vesting dates and ending on November 30, 2017.



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### *Subscription price*

The subscription price payable upon the exercise of any Pre-[●] Options is fixed at HK\$2.94 per Share.

### *Transfer of options*

The Pre-[●] Options shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Pre-[●] Option, except for (1) the transmission of a Pre-[●] Option on the death of the grantee to his personal representative(s) on terms of the Pre-[●] Option Scheme or (2) to any permitted transferee which comprise:

- (i) any trustee, acting in its capacity as such trustee, of any trust of which the grantee or his spouse, any child or step-child, natural or adopted, under the age of 18 years of such grantee or of his spouse (together, the “family interests”), is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (“trustee-controlled company”) in the equity capital of which the trustee, acting in its capacity as such trustee, is directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”);
- (ii) a holding company of a trustee-controlled company or a subsidiary of any such holding company; and
- (iii) any company in the equity capital of which he, his family interests, any trustee referred to in (i) above, acting in its capacity as such trustee, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company.

### *Others*

The terms of the Pre-[●] Option Scheme are similar to those of the Post-[●] Option Scheme (see below) except in respect of the following:

- the scheme is not conditional upon the [●] and is not subject to any other conditions;
- there is no provision limiting the maximum number of options that may be granted to any individual grantee under the Pre-[●] Option Scheme;

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- the provisions on the granting of options to connected persons (as defined in the Listing Rules) were not included;
- although the Pre-[●] Option Scheme provides that options can be offered and granted up to 9:00 a.m. on the business day before the [●], our directors have confirmed that no further options (other than the Pre-[●] Option already granted) will be offered under such scheme and accordingly, the Pre-[●] Option Scheme does not contain provisions relating to the “refreshing” of the 10% limit or the seeking of separate approval for granting options beyond the 10% limit as anticipated in Note 1 of Rule 17.03(3) of the Listing Rules, or the restrictions on the number of shares issue or to be issued under options in any 12 month period to any participant of the Pre-[●] Option Scheme not exceeding 1% of the Shares in issue as anticipated in the note to Rule 17.03(4) of the Listing Rules.

The Pre-[●] Options currently held by Long Faith were originally granted to the following persons:

<b>Name of grantee</b>	<b>Residential address</b>	<b>Title/position</b>	<b>Time of joining our Group</b>	<b>Number of Shares subject to the options</b>
Lin Chu Chang . . . . .	8-2-502, Greenlake Place 88 East Fourth Ring Road (North) Chaoyang District Beijing The PRC	Executive Director, Chief Financial Officer	July, 2006	10,000,000
Fang Shengtao . . . . .	1-3-503, Shimao Olive Residence #1 Qinglin Road Chaoyang District Beijing The PRC	Executive Director, Chief Human Resources Officer	August, 2005	5,588,000
Fan Qi . . . . .	Room 2-3-301 Longhu Garden Nan Yuan Yu Bei District Chongqing The PRC	General Manager in charge of our Chengdu business operations	August, 1997	5,588,000
Zhao Nannan . . . . .	Room 201 Unit 1, No. 4 Building Group Crystal Town Yu Bei District Chongqing The PRC	General Manager in charge of our Shanghai business operations	June, 2001	5,588,000
Shao Mingxiao . . . . .	Room 202 Unit 2, No.26 Building, Wan Quan Xin Xin Jia Yuan Haidian District Beijing The PRC	General Manager in charge of our Beijing business operations	March, 2006	5,588,000

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The Pre-[●] Options represent approximately 0.75% of our enlarged share capital as at the [●] assuming the Pre-[●] Options are exercised in full and the [●] is not exercised. If all the Pre-[●] Options are exercised, this would have a dilutive effect on our Shareholders of approximately 0.15%. The subscription price of the Pre-[●] Options represents [●].

### (8) POST-[●] OPTION SCHEME

The following is a summary of the principal terms required to be included in the Post-[●] Option Scheme as required by the Listing Rules:

#### 1. *Objective*

The purpose of the Post-[●] Option Scheme is to provide the Participants (defined in paragraph 2 below) who have been granted options (the “Options”) under the Post-[●] Option Scheme to subscribe for Shares (the “Grantees”) with the opportunity to acquire proprietary interests in our Company and to encourage Participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and its Shareholders as a whole. The Post-[●] Option Scheme will provide our Group with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Participants.

#### 2. *Participants*

Our Board of directors may, at their discretion, invite any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of our Group and any advisers, consultants, distributors, contractors, contract manufacturers, suppliers, agents, customers, business partners, joint venture business partners, service providers of any member of our Group who the Board considers, in its sole discretion, have contributed or will contribute to our Group (the “Participants”) to participate in the Post-[●] Option Scheme.

#### 3. *Maximum total amount and individual limit*

- (a) Initially the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Post-[●] Option Scheme or any other option schemes adopted by our Company (and to which the provisions of chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue and any Shares which may be allotted and issued by our Company under the [●] (such 10% limit represents [●] Shares, assuming that the [●] is not exercised). Options which have lapsed shall not be counted in calculating the 10% limit. However (but subject to the 30% limit referred to in this paragraph below), our Company may refresh this 10% limit with Shareholders’ approval provided that each such limit (as refreshed) may not exceed 10% of the Shares in issue as at the date of the Shareholders’ approval. Options previously granted under the Post-[●] Option Scheme and any other option schemes adopted by our Company and to which the provisions of chapter 17 of the Listing Rules are applicable (including those outstanding, cancelled or lapsed in accordance with the relevant scheme or exercised options) will not

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be counted for the purpose of calculating the limit to be refreshed. We may seek separate approval by Shareholders in general meeting for granting Options beyond the 10% limit provided that the Options in excess of the limit are granted only to Participants specially identified by our Company before such approval is sought.

- (b) The total number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Post-[●] Option Scheme or any other option schemes adopted by our Company (and to which the provisions of chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time. On the [●], such 30% represents [●] Shares (assuming that the [●] is not exercised).
- (c) Unless approved by Shareholders in the manner set out in this paragraph below, the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised, cancelled and outstanding Options) under the Post-[●] Option Scheme in any 12-month period must not exceed 1% of the Shares in issue. Any further grant of Options which would result in the number of Shares issued as aforesaid exceeding the said 1% limit must be subject to prior Shareholders' approval with the relevant Participant and his associates abstaining from voting.
- (d) Each grant of Options to any director, chief executive or substantial shareholder of our Company (or any of their respective associates) (as such terms are defined in rule 1.01 of the Listing Rules) shall be subject to the prior approval of the independent non-executive directors of our Company (excluding any independent non-executive director who is a proposed grantee of the Option). Where any grant of Options to a substantial shareholder or an independent non-executive director of our Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
  - (a) representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue,

such grant of Options shall be subject to prior approval by the Shareholders (voting by way of poll). All connected persons (as defined in the Listing Rules) of our Company shall abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

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4. *Restriction on dealing*

No offer shall be made and no Option shall be granted to any Participant in circumstances prohibited by the Listing Rules at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law. In particular, during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the requirements of the Listing Rules) for the approval of our Company's interim or annual results; and
- (b) the deadline for our Company to publish its interim or annual results announcement as required by the Listing Rules,

and ending on the date of the results announcement, no Option may be granted.

5. *Exercise period*

- (a) The period within which the Options must be exercised will be specified by our Company at the time of grant. This period must expire no later than 10 years from the relevant Date of Grant.
- (b) In the event a Grantee (being an employee or a director of any member of our Group) ceases to be a Participant for any reason other than (i) his or her death or (ii) on one or more of the grounds of termination of employment or engagement specified in paragraph 12(f) below, the Grantee shall have the right to exercise those options then already vested in accordance with the terms of the scheme unless the Board otherwise determines, in which event the Option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment of a Grantee (being an employee and who may or may not also be a director of any member of our Group) shall be the last actual working day on which the Grantee was physically at work with the relevant member of our Group, whether salary is paid in lieu of notice or not.
- (c) In the event the Grantee dies before exercising the Option in full and none of the events for termination of employment under paragraph 12(f) below then exists with respect to such Grantee, the personal representative(s) of the Grantee shall be entitled within a period of 12 months from the date of death to exercise the Option up to the entitlement of such Grantee as at the date of death.
- (d) If a general offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph 5(e) below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, our Company shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the Option to its full extent or, if our Company shall give the relevant notification, to the extent notified by our Company at any time within such period as shall be notified by our Company.

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- (e) If a general offer for Shares by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, our Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by our Company) exercise the Option to its full extent or, if our Company shall give the relevant notification, to the extent notified by our Company.
- (f) In the event a notice is given by our Company to its Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall forthwith give notice thereof to the Grantee and the Grantee may at any time thereafter (but before such time as shall be notified by our Company) exercise the Option to its full extent or, if our Company shall give the relevant notification, to the extent notified by our Company, and our Company shall as soon as possible and in any event no later than three days prior to the date of the proposed shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.
- (g) In the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 5(e) above, between our Company and its members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of our Company, our Company shall give notice thereof to all Grantees on the same day as it first gives notice of the meeting to its members and/or creditors to consider such a scheme or arrangement and the Grantee may at any time thereafter but before such time as shall be notified by our Company exercise the Option to its full extent or, if our Company shall give the relevant notification, to the extent notified by our Company, and our Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option.
- (h) Upon the occurrence of any of the events referred to in paragraphs 5(d), (e), (f) and (g) above, our Company may in its discretion and notwithstanding the terms of the relevant Option also give notice to a Grantee that his or her Option may be exercised at any time within such period as shall be notified by our Company and/or to the extent (not being less than the extent to which it could then be exercised in accordance with its terms) notified by our Company. If our Company gives such notice that any Option shall be exercised in part only, the balance of the Option shall lapse.

6. *Vesting period*

At the time of grant of the Options, our Company may specify any minimum period(s) for which an Option must be held before it can be exercised.

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7. *Performance targets*

At the time of the grant of the Options, our Company may specify any performance target(s) which must be achieved before the Options can be exercised. The Post-[●] Option Scheme does not contain any performance targets for the exercise of Options but we take into account performance of the Participants in considering any grant of Options.

8. *Consideration for acceptance*

The amount payable on acceptance of an Option is HK\$1.00.

9. *Subscription price*

The subscription price for the Shares the subject of the Options shall be no less than the higher of (i) [●]; (ii) [●]; and (iii) the nominal value of a Share on the Date of Grant. The subscription price will be established by the Board at the time the Option is offered to the Participant.

10. *Rights allotted to the Shares*

The Shares to be allotted and issued upon the exercise of an Option shall be subject to all the provisions of the memorandum and articles of association of the Company for the time being in force and will rank *pari passu* with the fully paid Shares in issue on the date the name of the Grantee is registered on the register of members of our Company. Prior to the Grantee being registered on the register of members of our Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of our Company), in respect of the Shares to be issued upon the exercise of the Option.

11. *Term of the scheme*

No Options may be granted under the Post-[●] Option Scheme on or after the date of the tenth anniversary of the adoption of the Post-[●] Option Scheme.

12. *Lapse of options*

An Option shall lapse automatically and not be exercisable, to the extent not already exercised, on the earliest of:

- (a) the expiry of the Option period;
- (b) the date or the expiry of the period for exercising the Option as referred to in paragraphs 5(b), (c), (d), (f) or (g) above;
- (c) subject to the scheme of arrangement (referred to in paragraph 5(e) above) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 5(e) above;
- (d) subject to paragraph 5(f) above, the date of commencement of the winding up of our Company;

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- (e) the date on which the Grantee sells, transfers, charges, mortgages, encumbers or creates any interest in favour of any other person, over or in relation to any Option in breach of the Post-[●] Option Scheme;
- (f) the date on which the Grantee (being an employee or a director of any member of our Group) ceases to be a Participant by reason of the termination of his or her employment or engagement on the grounds that he or she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his or her debts or has become bankrupt or has made any arrangement or composition with his or her creditors generally or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment summarily;
- (g) the date on which the Grantee (being a corporation) appears either to be unable to pay or to have no reasonable prospect of being able to pay its debts or has become insolvent or has made any arrangement or composition with its creditors generally;
- (h) where the Grantee is an employee, director, officer or contract consultant of a member of our Group (other than our Company), the date on which such member ceases to be a subsidiary of our Company; and
- (i) unless the Board otherwise determines, and other than in the circumstances referred to in paragraphs 5(b) or 5(c), the date the Grantee ceases to be a Participant (as determined by a Board resolution) for any reason.

13. *Reorganization of share capital*

In the event of an alteration in the capital structure of our Company whilst any Option remains exercisable by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of shares or reduction of the share capital of our Company, but excluding, for the avoidance of doubt, any alteration in the capital structure of our Company as a result of an issue of shares as consideration in a transaction to which our Company is a party, the financial adviser engaged by our Company for such purpose shall determine what adjustment is required to be made to the subscription price, and/or the number of shares to be issued on exercise of the Options, and/or (if necessary) the method of exercise of the Option (or any combination of the foregoing) provided that any such adjustments give the Participant the same proportion of the equity capital of our Company as that to which that Grantee was previously entitled and that for so long as our Company remains listed, in accordance with guidances from time to time issued by the Stock Exchange, provided that no adjustment may be made to the extent that shares would be issued at less than their nominal value.



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14. *Cancellation of options*

Any Options granted but not exercised may be cancelled if the Grantee so agrees and new Options may be granted to the same Grantee provided such Options fall within the limits specified in paragraph 3 above and are otherwise granted in accordance with the terms of the Post-[●] Option Scheme.

15. *Shares to be issued*

The Shares issued on exercise of the Options will on issue be identical to the then existing issued shares of our Company.

16. *Termination of the scheme*

Our Company, by ordinary resolution of Shareholders or the Board, may at any time terminate the operation of the Post-[●] Option Scheme and in such event no further Options will be offered or granted, but in all other respects the Post-[●] Option Scheme shall remain in full force and effect. Any granted but unexercised Options shall continue to be exercisable in accordance with their terms of issue after the termination of the Post-[●] Option Scheme.

17. *Transfer of options*

Notwithstanding any provisions to the contrary in the Post-[●] Option Scheme, if on the relevant date of exercise there are restrictions or conditions imposed by the relevant laws and regulations to which the Grantee is subject and the Grantee has not obtained approval, exemption or waiver from the relevant regulatory authorities for the subscription of and dealing in the Shares, the Grantee may sell the Options to such transferee, subject to the approval by the Board, which shall not unreasonably withhold or delay such approval. In the event that the Options are transferred to a connected person of our Company (as defined under Chapter 14A of the Listing Rules), no Shares shall be allotted and issued upon the exercise of the Options by a connected person of our Company unless the Board is satisfied that the allotment and issue of Shares will not trigger any breach of the Listing Rules, the Articles of Association or the Companies Law or the Takeovers Code.

18. *Alteration*

Subject to the terms set out in the paragraph below, the Board may amend any of the provisions of the Post-[●] Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the Post-[●] Option Scheme, which are not found in chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any Grantee at that date). Those specific provisions of the Post-[●] Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Participants, and no changes to the authority of our directors or administrator of the Post-[●] Option Scheme in relation to any alteration of the terms herein shall be made, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the Post-[●] Option Scheme which are of a material nature, or any change to the terms of Options granted, must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Post-[●] Option Scheme. The Post-[●] Option Scheme so altered must comply with chapter 17 of the Listing Rules.

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**Present status of the Post-[●] Option Scheme**

The Post-[●] Option Scheme is conditional on:

[●]

If both of the above conditions are not satisfied on or before the date following 12 months after the date of adoption of the Post-[●] Option Scheme being November 1, 2009 (or such later date as the Board may decide), the Post-[●] Option Scheme shall forthwith determine and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Post-[●] Option Scheme. As at the date of this document, no Option has been granted or agreed to be granted under the Post-[●] Option Scheme.