

**DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This Prospectus contains particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules of Hong Kong and the Listing Rules for the purpose of giving information to the public with regard to our Group. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Prospectus misleading.

**INFORMATION ON THE GLOBAL OFFERING**

The Offer Shares are offered solely on the basis of the information contained and representations made in this Prospectus and the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this Prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by the Company, the Sole Sponsor, any of the Underwriters, any of their respective directors, agents, employees or advisers or any other person or party involved in the Global Offering.

**UNDERWRITING**

This Prospectus is published solely in connection with the Hong Kong Public Offering which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this Prospectus and the Application Forms contain the terms and conditions of the Hong Kong Public Offering.

The listing of the Offer Shares on the Hong Kong Stock Exchange is sponsored by the Sole Sponsor. The Global Offering is managed by the Sole Global Coordinator. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement. The International Purchase Agreement relating to the International Offering is expected to be entered into on or about Wednesday, 3 February 2010, subject to determination of the pricing of the Offer Shares. If, for any reason, the Offer Price is not agreed among us and the Joint Bookrunners (on behalf of the Underwriters) by Monday, 8 February 2010, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse. Further details about the Underwriters and the underwriting arrangements are contained in the section headed "Underwriting" in this Prospectus.

**SELLING RESTRICTIONS**

This Prospectus is issued by our Company solely in connection with the Global Offering in Hong Kong and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Public Offer Shares offered in the Global Offering. This Prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstance.

No action has been taken to permit a public offering of the Offer Shares or the distribution of this Prospectus in any jurisdiction other than Hong Kong. You should rely only on the information contained in this Prospectus and the Application Forms to make your investment decision. We have not authorised anyone to provide you with information that is different from what is contained in this Prospectus. Any information or representation not made in this Prospectus must not be relied on

by you as having been authorised by our Company, the Sole Sponsor, any of the Underwriters, any of their respective directors, agents, employees or advisers or any other person or party involved in the Global Offering.

### **CERTAIN MATTERS RELATING TO THE HONG KONG PUBLIC OFFERING**

#### ***Application for Listing on the Hong Kong Stock Exchange***

We have applied to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our Offer Shares including any Shares which may be issued by our Company pursuant to the Global Offering and upon the exercise of the Over-allotment Option. Dealings in the Shares are expected to commence on Wednesday, 10 February 2010.

No part of our Share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

#### ***Hong Kong Share Register and Stamp Duty***

All of the Offer Shares issued pursuant to applications made in the Hong Kong Public Offering will be registered on our Hong Kong share register to be maintained in Hong Kong. Our principal register of members will be maintained in the Cayman Islands.

Dealings in the Offer Shares registered in our Hong Kong share register will be subject to Hong Kong stamp duty. For further information, please refer to the section headed “Appendix V — Tax and Foreign Exchange” of this Prospectus.

#### ***Eligibility for Admission into CCASS***

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Hong Kong Stock Exchange and the compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Offer Shares on the Hong Kong Stock Exchange or on any other date HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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

#### ***Dividends Payable to Holders of Offer Shares***

Unless determined otherwise by our Company, dividends payable in HK dollars in respect of Offer Shares will be paid to shareholders as recorded in our Hong Kong share register, and sent by ordinary post, at the shareholders’ own risk, to the registered address of each shareholder.

#### ***Professional Tax Advice Recommended***

Applicants for the Hong Kong Public Offer Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing,

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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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holding, disposing of, dealing in, or the exercise of any rights in relation to, the Offer Shares. It is emphasised that neither we nor the Sole Global Coordinator, the Sole Sponsor, the Underwriters, nor our or their respective directors, agents, employees, advisers, nor any other person or party involved in the Global Offering accepts responsibility for any tax effects or liabilities of holders of Offer Shares resulting from the subscription, purchase, holding, disposal of, dealing in, or exercise of any rights in relation to, the Offer Shares.

Persons applying for or purchasing Offer Shares under the Global Offering are deemed, by their making an application or purchase, to have represented that they are not Associates of any of our Directors or an existing shareholder of our Company or a nominee of any of the foregoing.

### ***Procedure for Application for Hong Kong Public Offer Shares***

The procedure for applying for Hong Kong Public Offer Shares is set out in the section headed “How to Apply for Hong Kong Public Offer Shares” in this Prospectus and in the Application Forms.

### **OVER-ALLOTMENT AND STABILISATION**

Details of the arrangements relating to the stabilisation and Over-allotment Option are set out in the section headed “Underwriting” in this Prospectus.

### **STRUCTURE OF THE GLOBAL OFFERING**

Details of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering” in this Prospectus.

### **EXCHANGE RATES**

Solely for the purposes of illustration and convenience, this Prospectus contains translations of certain Renminbi amounts into HK dollars at specified rates. No representation is made that the Renminbi amounts found in this Prospectus could be converted into HK dollar amounts at the rates indicated or at all. Unless we indicate otherwise or for transactions that have occurred at historical exchange rates, all translations of Renminbi into HK dollars were made at the rate of RMB0.88 to HK\$1.00, which was the People’s Bank of China (PBOC) rate prevailing on 8 January 2010 set by the PBOC for foreign exchange transactions, all transactions of U.S. dollars into HK dollars were made at the rate of US\$1.00 to HK\$7.7508 and all transactions of U.S. dollars into Renminbi were made at the rate of US\$1.00 to RMB6.8319. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding. Further information on exchange rates is set forth in the section headed “Appendix V — Tax and Foreign Exchange” in this Prospectus.

### **ROUNDING**

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

### **LANGUAGE**

If there is any inconsistency between the Chinese names mentioned in this Prospectus and their English translation, the Chinese names shall prevail.