

The following is the text of a letter, summary of valuations and valuation certificates prepared for the purpose of incorporation in this prospectus received from DTZ Debenham Tie Leung Limited, an independent property valuer, in connection with its opinion of value of the property interests of the Group as at 30 November 2009.



16th Floor
Jardine House
1 Connaught Place
Central
Hong Kong

8 February 2010

The Board of Directors
Ruinian International Limited
Unit A, 10th Floor
China Overseas Building
No.139 Hennessy Road and
No.138 Lockhart Road
Wan Chai
Hong Kong

Dear Sirs,

Instructions, Purpose & Date of Valuation

In accordance with the instruction for us to value the property interests held by Ruinian International Limited (the “Company”) or its subsidiaries (together referred to as the “Group”) in the People’s Republic of China (the “PRC”), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing the Group with our opinion of the market values of the property interests as at 30 November 2009 (the “date of valuation”).

Definition of Market Value

Our valuation of each of the property interests represents the market value which in accordance with The HKIS Valuation Standards on Properties published by The Hong Kong Institute of Surveyors is defined as “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.”

Valuation Basis and Assumption

Our valuation of each of the property interests excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

In the course of our valuation of the property interests situated in the PRC, we have assumed that transferable land use rights in respect of the property interests for a respective specific terms at nominal annual land use fee have been granted and that any premium payable has already been fully settled. We have assumed that the grantees or the users of the property interests have free and uninterrupted rights to use or assign the property interests for the whole of the unexpired terms as granted.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the property interests nor any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoing of an onerous nature which could affect their values.

Method of Valuation

In valuing the property interests which are held and occupied by the Group, due to the specific nature of the buildings and structures, we have adopted the Depreciated Replacement Cost (“DRC”) Approach in valuing the property interests. The DRC Approach requires a valuation of the market value of the land in its existing use and an estimate of the new replacement cost of the buildings and structures, from which deductions are then made to allow for the age, condition and functional obsolescence. We have also taken into account the expended construction costs as provided to us. We have valued the market value of the land by Direct Comparison Approach assuming sale with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market. The DRC Approach generally furnishes the most reliable indication of value for property interest in the absence of a known market based on comparable sales.

In valuing the property interests, we have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and The HKIS Valuation Standards on Properties (First Edition 2005) published by The Hong Kong Institute of Surveyors.

Source of Information

We have relied to a considerable extent on the information provided by the Group and the opinion of the Group’s PRC legal adviser, Grandall Legal Group (Shanghai), as to the PRC laws. We have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, identification of property, particulars of occupancy, development scheme, construction costs, site and floor areas, and all other relevant matters.

Dimension, measurements and areas included in this valuation certificate are based on the information provided to us by the Group and are therefore only approximation. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuation. We were also advised that no material facts have been omitted from the information provided to us.

We would point out that the copies of documents provided to us are mainly compiled in Chinese characters and the transliteration into English represents our understanding of the contents. We would therefore advise the Group to make reference to the original Chinese edition of the documents and consult your legal adviser regarding the legality and interpretation of these documents.

Title Investigation

We have been provided by the Group with copies or extracts of documents. However, we have not searched the original documents to verify ownership or to ascertain any amendments. All documents have been used for reference only and all dimensions, measurements and areas are approximate.

Site Inspection

We have inspected the exterior and, where possible, the interior of the properties. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not able to report whether the properties are free of rot, infestation or any other structural defects. No test was carried out on any of the services. Moreover, we have not carried out investigation on site to determine the suitability of the soil conditions and the services etc. for any future development. Our valuation is prepared on the assumption that these aspects are satisfactory and that no unexpected extraordinary expenses or delays will be incurred during the construction period.

We have not carried out detailed on-site measurements to verify the site and floor areas of the properties and we have assumed that the site and floor areas shown on the copies of documents handed to us are correct.

Currency

Unless otherwise stated, all monetary amounts stated in our valuation are in Renminbi (“RMB”), the official currency of the PRC.

We enclose herewith our summary of valuations and valuation certificates.

Yours faithfully,
for and on behalf of
DTZ Debenham Tie Leung Limited
Philip C Y Tsang
Registered Professional Surveyor (GP)
China Real Estate Appraiser
MSc MHKIS MRICS
Director

Note: Mr. Philip C Y Tsang is a Registered Professional Surveyor who has over 17 years' of experience in the valuation of properties in the PRC.

SUMMARY OF VALUATIONS

<u>Property</u>	<u>Market value in existing state as at 30 November 2009</u>	<u>Attributable interest to the Group</u>	<u>Market value in existing state as at 30 November 2009 attributable to the Group</u>
	RMB	%	RMB
Property interests held and occupied by the Group in the PRC			
1. An industrial complex situated at No.68, Meiliang Road, Mashan Town, Binhu District, Wuxi City, Jiangsu Province	75,900,000	100%	75,900,000
2. An industrial complex situated at the west side of Tuanjie Road, east side of Qujian Road, north side of No.2 Furong Road and south side of No.1 Furong Road, Xishan District, Wuxi City, Jiangsu Province . . .	No commercial value	100%	No commercial value
3. An industrial complex situated at No.169, Jiangjun Avenue, Jiangning Development Zone, Jiangning District, Nanjing City, Jiangsu Province	76,200,000	100%	76,200,000
		Grand total :	<u>152,100,000</u>

VALUATION CERTIFICATE

Property interests held and occupied by the Group in the PRC

<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Market value in existing state as at 30 November 2009</u>
1. An industrial complex situated at No.68, Meiliang Road, Mashan Town, Binhu District, Wuxi City, Jiangsu Province	<p>The property comprises Phase I and II of an industrial complex erected on two plots of industrial land with a total site area of approximately 59,018.30 sq m (635,273 sq ft).</p> <p>Phase I of the property comprises an office building, an annex building and workshop with a total gross floor area of approximately 11,921.70 sq m (128,325 sq ft) completed in 2000, 2002 and 2004 respectively with Building Ownership Certificate.</p> <p>Phase I also comprises an ancillary building with a gross floor area of approximately 200 sq m (2,153 sq ft) without Building Ownership Certificate. As advised, this ancillary building will be demolished in due course.</p> <p>Phase II of the property comprises a composite building with a gross floor area of approximately 11,750 sq m (126,477 sq ft) completed in 2008 without Building Ownership Certificate.</p> <p>The land use rights of the property have been granted for a term due to expire on 1 March 2049 and 9 October 2056 respectively for industrial use.</p>	The property is currently occupied by the Group for industrial use.	<p>RMB75,900,000</p> <p>(100% interest attributable to the Group: RMB75,900,000) (See Note (2) below)</p>

Notes:

- (1) According to Certificate for the Use of State-owned Land No. (2001)64 issued by Wuxi Municipal People's Government dated 11 July 2001, the land use rights of the property comprising a site area of approximately 15,323.60 sq m have been vested in Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) due to expire on 1 March 2049 for industrial use.

According to Certificate for the Use of State-owned Land No. (2006)117 issued by Wuxi Municipal People's Government dated 9 October 2006, the land use rights of the property comprising a site area of approximately 43,694.70 sq m have been vested in Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) due to expire on 9 October 2056 for industrial use.

- (2) In the course of our valuation, we have ascribed no commercial value to Phase II of the property as the Building Ownership Certificate with a total gross floor area of approximately 11,750 sq m has not been obtained. Had a valid Building Ownership been issued to the said portion of the property, the market value of the said portion of the property as at 30 November 2009 would be RMB30,200,000 (100% interest attributable to the Group: RMB30,200,000).
- (3) According to Contract for Grant of State-owned Land Use Rights No. (1998)57 entered into between Wuxi City State-owned Land Administrative Bureau (無錫市國土資源局) and Wuxi Sancai Industrial Co., Ltd. (無錫三才實業有限公司) on 16 December 1998, the land use rights of the property comprising a site area of approximately 15,323.60 sq m have been granted to Wuxi Sancai Industrial Co., Ltd. (無錫三才實業有限公司) (the predecessor of Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司)) for a term of 50 years.

According to Contract for Grant of State-owned Land Use Rights No. (2006)20 entered into between Wuxi City State-owned Land Administrative Bureau (無錫市國土資源局) and Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) on 4 September 2006, the land use rights of property comprising a site area of approximately 43,694.70 sq m have been granted to Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) for a term of 50 years at a total land grant fee of RMB11,273,310.

According to Agreement for Land Grant and Resettlement entered into between The People's Government of Mashan Town, Binhu District, Wuxi City (無錫市濱湖區馬山鎮人民政府) and Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) dated 25 August 2006, the land grant fee was RMB11,273,310 and the resettlement cost was RMB18,726,690.

- (4) According to Building Ownership Certificate No. 170901333 issued by Wuxi Housing and Administration Bureau on 26 July 2005, the building ownership is vested in Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) with details as follows:

<u>Block No.</u>	<u>No. of Storey</u>	<u>Gross Floor Area (sq m)</u>
1	4	3,930.92
2	3	6,686.24
3	3	1,304.54
		<u>11,921.70</u>

- (5) According to Planning Permit of Construction Works No. (2006)23 issued by Wuxi Taihu National Holiday Resort Construction Planning Bureau (無錫太湖旅遊度假區規劃建設局), the composite building of Phase II of the property is permitted to be developed with a total gross floor area of 11,750 sq m.
- (6) According to Permit for Commencement of Construction Works No.3202112007020200002A issued by Wuxi Binhu Construction Bureau (無錫濱湖區建設局), the composite building of Phase II of the property is permitted to commence with a total gross floor area of 11,750 sq m.
- (7) According to Business Licence No. 320200400015894 dated 4 February 2008, Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) was established as a limited company with a registered capital of RMB290,000,000, and has a valid operation period from 2 December 1997 to 9 June 2036.
- (8) According to the PRC legal opinion:
- Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) has fully settled all the land grant fee of the property and has legally obtained the land use rights of the property;
 - The land use rights of the property with site area of 15,323.60 sq m is subject to a pledge in favour of Industrial & Commercial Bank of China and it is legally registered under the PRC law from 3 August 2005 to 2 August 2010; if the pledge term expiry, Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) has right to use, transfer, lease and pledge the land use rights of the property freely;
 - The land use rights of the property with site area of 43,694.70 sq m is not subject to any pledge and Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) has right to use, transfer, lease and pledge the land use rights of the property;
 - The building ownership of the property with a total gross floor area of 11,921.70 sq m is subject to a pledge in favour of Industrial and Commercial Bank of China and it is legally registered under the PRC law from 3 August 2005 to 2 August 2010; if the pledge term expiry, Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司) has right to use, transfer, lease and pledge the building ownership of the property freely;
 - The property has not been compulsory acquisition, preservation or other significant adverse impact on legal proceedings to the land use rights of the property;
 - The Planning Permit for Construction Works and Permit for Commencement of Construction Works of the composite building are valid and Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) has obtained all the necessary legal government approvals, permits and registrations to construct this building. The construction work complies with Chinese Law and relative administrative regulations. However, Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) has not obtained the Completion and Acceptance Certificate, Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) will not have legal obstacle to obtain the Building Ownership Certificate after obtaining the Completion and Acceptance Certificate and has right to use, transfer, lease and pledge the building ownership freely; and

(vii) Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) will demolish an ancillary building with a gross floor area of approximately 200 sq m and will not apply Building Ownership Certificate for this building.

(9) In accordance with the opinion of the PRC Legal adviser and the information provided by the Group, the status of title and grant of major approvals and licences are as follows:

Certificate for the Use of State-owned Land	Yes
Contract for Grant of State-owned Land Use Rights	Yes
Building Ownership Certificate	See Note
Agreement for Land Grant and Resettlement	Yes
Planning Permit for Construction Works	Yes
Permit for Commencement of Construction Works	Yes
Business Licence	Yes

Note: Yes for 3 buildings of 11,921.70 sq m and no for 1 building of 11,750 sq m.

VALUATION CERTIFICATE

<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Market value in existing state as at 30 November 2009</u>
2. An industrial complex situated at the west side of Tuanjie Road, east side of Qujian Road, north side of No.2 Furong Road and south side of No.1 Furong Road, Xishan District, Wuxi City, Jiangsu Province	<p>The property comprises Phase I and II of an industrial complex erected on three plots of industrial land with a total site area of approximately 131,901.50 sq m (1,419,788 sq ft) without Certificate for the Use of State-owned Land.</p> <p>Phase I of the property comprises a composite building, 2 dormitory buildings, an exhibition building and a logistics centre with a total gross floor area of approximately 30,135.56 sq m (324,379 sq ft) completed in 2008 without Building Ownership Certificate.</p> <p>Phase II of the property comprises 2 logistics centres with a total gross floor area of approximately 14,000 sq m (150,696 sq ft) which is under construction and scheduled for completion in June 2010.</p> <p>The land use rights of the property have been granted for a term of 50 years for industrial use.</p>	<p>Portion of Phase I of the property is currently leased to third party due to expiry on 31 May 2019 at a total annual rent of RMB1,960,000.</p> <p>Phase II of the property is currently under construction and scheduled for completion in June 2010.</p>	<p>No commercial value</p> <p>(100% interest attributable to the Group:</p> <p>No commercial value)</p> <p>(see Note (1) below)</p>

Notes:

- (1) In the course of our valuation, we have ascribed no commercial value to the property as the Certificate for the Use of State-owned Land and Building Ownership Certificate has not been obtained. Had a valid Certificate for the Use of State-owned Land and Building Ownership Certificate been issued to the said portion of the property, all land premium and related fees for the grant of the Certificates been fully settled, the market value of the property as at 30 November 2009 would be RMB127,400,000 (100% interest attributable to the Group: RMB127,400,000).
- (2) According to three Contracts for Grant of State-owned Land Use Rights No. (2008)296, (2008)280, (2008)273 entered into between Wuxi City State-owned Land Administrative Bureau (無錫市國土資源局) and Wuxi Ruinian Industry & Commerce Co., Ltd. (無錫瑞年實業有限公司), the land use rights of property comprising a total site area of 131,901.50 sq m have been granted to Wuxi Ruinian Industry & Commerce Co., Ltd. for a term of 50 years at a total land grant fee of RMB59,355,675.
- (3) According to two Planning Permits for Construction Use of Land Nos. (2008)239, (2008)1051 dated in 2008, the construction site of a parcel of land with site area of 132,894 sq m, is in compliance with the urban planning requirements and has been approved.

- (4) According to four Planning Permits for Construction Works issued by Xishan Branch of Wuxi Planning Bureau (無錫市規劃局錫山分局), the construction works of the property is in compliance with the requirements of urban planning and have been permitted with details as follow:

<u>Permit No.</u>	<u>Date of issue</u>	<u>Gross Floor Area (sq m)</u>
(2008) 018	July 2008	13,549.56
(2008) 025	July 2008	5,900.00
(2008) 32	July 2008	10,686.00
(2008) 050	August 2008	14,000.00
		<u>44,135.56</u>

- (5) According to four Permits for Commencement of Construction Works issued by Wuxi Binhu Construction Bureau (無錫濱湖區建設局), the construction works of the property is in compliance with the requirements for works commencement and have been permitted with details as follows:

<u>Permit No.</u>	<u>Date of issue</u>	<u>Gross Floor Area (sq m)</u>
(2008) B026	11 July 2008	13,549.56
320205200872000003A	20 July 2008	5,900.00
3202052008072500001A	25 July 2008	10,686.00
320205200891000005A	10 September 2008	14,000.00
	Total	<u>44,135.56</u>

- (6) According to the information provided by the Group, the expended construction cost as at 30 November 2009 was approximately RMB16,420,000. In the course of our valuation, we have taken such costs into account.

- (7) According to Business Licence No. 320200400015894 dated 4 February 2008, Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) was established as a limited company with a registered capital of RMB290,000,000, and has a valid operation period from 2 December 1997 to 9 June 2036.

- (8) According to the PRC legal opinion:

- (i) The Contract for Grant of State-owned Land Use Rights and Planning Permit for Construction Use of Land are legal and valid. Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) have partly settled the land grant fee of the property; and
- (ii) The Planning Permit for Construction Works and Permit for Commencement of Construction Works of the property are valid and Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) has obtained all the necessary legal government approvals, permits and relative regulations. However, Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) has not obtained the Completion and Acceptance Certificate, Wuxi Ruinian Industry & Commerce Co., Ltd (無錫瑞年實業有限公司) will not have legal obstacle to obtain the Building Ownership Certificate after obtaining the Completion and Acceptance Certificate and has right to use, transfer, lease and pledge the building ownership freely.

- (9) In accordance with the opinion of the PRC Legal adviser and the information provided by the Group, the status of title and grant of major approvals and licences are as follows:

Certificate for the Use of State-owned Land	No
Contract for Grant of State-owned Land Use Rights	Yes
Building Ownership Certificate	No
Planning Permits for Construction Use of Land	Yes
Planning Permit for Construction Works	Yes
Permit for Commencement of Construction Works	Yes
Business Licence	Yes

VALUATION CERTIFICATE

<u>Property</u>	<u>Description and tenure</u>	<u>Particulars of occupancy</u>	<u>Market value in existing state as at 30 November 2009</u>
3. An industry complex situated at No.169, Jiangjun Avenue, Jiangning Development Zone, Jiangning District, Nanjing, Jiangsu Province	<p>The property comprises an industrial complex erected upon a plot of industrial land with a site area of approximately 112,030.20 sq m (1,205,893 sq ft).</p> <p>The property comprises an office building, an annex building, and workshop with a total gross floor area of approximately 14,535.77 sq m (156,463 sq ft) completed in 2008.</p> <p>The land use rights of the property have been granted for a term due to expire on 6 April 2055 for industrial use.</p>	The property is currently occupied by the Group as workshop, office and ancillary.	RMB76,200,000 (100% interest attributable to the Group: RMB76,200,000)

Notes:

- (1) According to Certificate for the Use of State-owned Land No. (2007)07113 issued by Nanjing Municipal People's Government on 12 April 2007, the land use rights of the property comprising a site area of approximately 112,030.20 sq m have been vested in Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) due to expire on 6 April 2055 for industry use.
- (2) According to Contract for Grant of State-owned Land Use Rights No. (2005)018 entered into between Jiangning Branch of Nanjing City State-owned Land Administrative Bureau (南京市國土資源局江寧分局) and Nanjing Ruinian Shuangke Pharmaceutical Co., Ltd. (南京瑞年雙科製藥有限公司) (the predecessor of Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司)) dated 6 July 2005, the land use rights of property comprising a site area of 112,030.20 sq m have been granted to Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) for a term of 50 years at a total land grant fee of RMB31,991,343.91.
- (3) According to three Building Ownership Certificates issued by Nanjing Housing and Administration Bureau, the building ownership is vested by Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) with details as follows:

<u>Certificate No.</u>	<u>No. of Storey</u>	<u>Gross Floor Area (sq m)</u>
JN00059315	2	7,232.89
JN00059314	2	517.08
JN00059310	4	6,785.80
		<u>14,535.77</u>

- (4) According to Business Licence No. 320100400034032 dated 23 July 2009, Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) was established as a limited company with a registered capital of US\$20,000,000, and has a valid operation period from 5 January 2004 to 4 January 2024.
- (5) According to the PRC legal opinion:
 - (i) Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) has fully settled all land grant fee of the property;
 - (ii) The Certificate for the Use of State-owned Land and Building Ownership Certificate are legal and valid;
 - (iii) Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) has right to use, transfer, lease and pledge the land use rights and the building ownership of the property freely within the land use term;
 - (iv) The property is not subject to any pledge;
 - (v) The land of the property is not subject to any conditions of seizure, pledge, freeze, confiscation or expropriation; and
 - (vi) Nanjing Ruinian Best Pharmaceutical Co., Ltd. (南京瑞年百思特製藥有限公司) has obtained full ownership of the property, it does not exist the misconduct of obtain building ownership right and violation of the property management law subject to any administrative punishment or warning situation.

- (6) In accordance with the opinion of the PRC Legal adviser and the information provided by the Group, the status of title and grant of major approvals and licences are as follows:

Certificate for the Use of State-owned Land	Yes
Contract for Grant of State-owned Land Use Rights	Yes
Building Ownership Certificate	Yes
Business Licence	Yes