
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Exchange Listing) Rules (Chapter 57IV of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to us. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus.

Our Directors 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

Our 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 us, the Sponsor, the Sole Global Coordinator, any of their respective directors, agents, employees or advisors or any other party involved in the Global Offering.

Further information on the structure of the Global Offering, including its conditions, is set forth in the section headed “Structure of the Global Offering” in this prospectus, and the procedures for applying for our Hong Kong Offer Shares are set forth in the section headed “How to Apply for our Hong Kong Offer Shares” in this prospectus and in the relevant Application Forms.

UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offer. For applicants under the Hong Kong Public Offer, this prospectus and the Application Forms contain the terms and conditions of the Hong Kong Public Offer.

The Listing is sponsored by the Sponsor.

Pursuant to the Hong Kong Underwriting Agreement, the Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters. The International Underwriting Agreement is expected to be entered into on or about the Price Determination Date, subject to agreement on the Offer Price between us and China Everbright Securities (for itself and on behalf of the Underwriters). Further information on the Underwriters and the underwriting arrangements is set forth in the section headed “Underwriting” in this prospectus.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DETERMINATION OF THE OFFER PRICE

Our Offer Shares are being offered at the Offer Price which is expected to be determined by us and China Everbright Securities (for itself and on behalf of the Underwriters) on the Price Determination Date. **If we and China Everbright Securities (for itself and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price on or before the Price Determination Date, the Global Offering will not become unconditional and will lapse.**

RESTRICTIONS ON OFFER AND SALE OF OUR OFFER SHARES

Each person acquiring our Offer Shares under the Hong Kong Public Offer will be required to, or be deemed by his/her/its subscription for our Offer Shares to, confirm that he/she/it is aware of the restrictions on offers of our Offer Shares described in this prospectus.

No action has been taken to permit an offering of our Offer Shares in any jurisdiction other than in Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

The distribution of this prospectus and the offering and sales of our Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom.

APPLICATION FOR LISTING OF OUR SHARES ON THE STOCK EXCHANGE

We have applied to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, our Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option) and any Shares which may be issued pursuant to the exercise of any option which may be granted under the Share Option Scheme.

No part of our Shares 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.

OUR SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

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

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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 our Shares to be admitted into CCASS.

REGISTER OF MEMBERS AND STAMP DUTY

Our principal register of members will be maintained by our principal registrar, Butterfield Fulcrum Group (Cayman) Limited, in the Cayman Islands and our Hong Kong register of members will be maintained by our Hong Kong branch registrar, Union Registrars Limited. Dealings in our Shares registered on our Hong Kong branch register of members will be subject to Hong Kong stamp duty.

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposal of, and dealing in our Shares (or exercising rights attached to them). None of us, the Sponsor, the Sole Global Coordinator, the Underwriters, any of their respective directors or any other person or party involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchase, holding or disposal of, dealing in, or the exercise of any rights in relation to, our Shares.

OVER-ALLOTMENT AND STABILISATION

Stabilisation is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilise, the underwriters may bid for, or purchase, the newly issued securities in the secondary market, during a specified period of time (which will begin on the Listing Date, and is expected to expire on Sunday, 18 April 2010, being the 30th day after the last date for lodging applications under the Hong Kong Public Offer), to retard and, if possible, prevent a decline in the initial public market price of the securities below the offer price. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements including those of Hong Kong. In Hong Kong, the stabilisation price is not permitted to exceed the Offer Price.

In connection with the Global Offering, China Everbright Securities or its affiliates or any person acting for it, as stabilising manager, for itself and on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or supporting the market price of our Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date.

However, there is no obligation on China Everbright Securities or its affiliates or any persons acting for it, to conduct any such stabilising action. Such stabilisation action, if commenced, may be discontinued at any time, and is required to be brought to an end after a limited period. Should stabilising transactions be effected in connection with the Global Offering, this will be at the absolute discretion of China Everbright Securities or its affiliates or any person acting for it.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

The number of Shares over-allocated will not be greater than the maximum number of Shares which may be issued upon exercise of the Over-allotment Option, being 30,000,000 Shares, which is 15% of the initial number of our Offer Shares.

Stabilisation action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, includes (i) purchasing, or agreeing to purchase, any of our Shares or offering or attempting to do anything as to purchase, or agree to purchase, any of our Shares for the sole purpose of preventing or minimizing any reduction in the market price of our Shares; (ii) for the purpose of preventing or minimizing any reduction in the market price of our Shares, (a) allocating a greater number of our Shares than the number that is initially offered, or (b) selling or agreeing to sell the relevant securities so as to establish a short position in them; (iii) pursuant to the Over-allotment Option, purchasing or subscribing for or agreeing to purchase or subscribe for our Shares in order to close out any position established under (ii); (iv) selling or agreeing to sell any Shares acquired by the stabilizing manager in the course of the action in (i) in order to liquidate any position that has been established by such action; and (v) offering or attempting to do anything as described in (ii)(b), (iii) or (iv).

Prospective applicants for and investors in our Offer Shares should note that:—

- China Everbright Securities or its affiliates or any person acting for it, may, in connection with the stabilising action, maintain a long position in our Shares;
- there is no certainty regarding the extent to which and the time or period for which China Everbright Securities or its affiliates or any person acting for it, will maintain such a long position;
- liquidation of any such long position by China Everbright Securities or its affiliates or any person acting for it, may have an adverse impact on the market price of our Shares;
- no stabilising action can be taken to support the price of our Shares for longer than the stabilising period which will begin on the Listing Date, and is expected to expire on Sunday, 18 April 2010, being the 30th day after the last date for lodging applications under the Hong Kong Public Offer. After this date, when no further stabilising action may be taken, demand for our Shares, and therefore the price of our Shares, could fall;
- the price of our Shares cannot be assured to stay at or above the final Offer Price by the taking of any stabilising action; and
- stabilising bids may be made or transactions effected in the course of the stabilising action at any price at or below the final Offer Price, which means that stabilising bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, our Shares.

For the purpose of covering any over-allocations, China Everbright Securities or its affiliates or any person acting for it, may borrow from Super Creation up to 30,000,000 Shares, equivalent to the maximum number of our Shares to be issued on a full exercise of the Over-allotment Option, under the Stock Borrowing Agreement expected to be entered into between

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

China Everbright Securities or its affiliates or any person acting for it, and Super Creation on the Price Determination Date. The loan of our Shares by Super Creation pursuant to the Stock Borrowing Agreement shall not be subject to the restrictions under Rule 10.07(1)(a) of the Listing Rules, which restricts the disposal of Shares by our Controlling Shareholders subsequent to the date of this prospectus, subject to compliance with the following requirements in accordance with the requirements of Rule 10.07(3) of the Listing Rules:—

- (a) the Stock Borrowing Agreement is fully described in this prospectus and must be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option in the International Placing;
- (b) the maximum number of our Shares to be borrowed from Super Creation by China Everbright Securities is the maximum number of Shares that may be issued upon full exercise of the Over-allotment Option;
- (c) the same number of Shares so borrowed will be returned to Super Creation or its nominees, as the case may be, within three business days after the last day on which the Over-allotment Option may be exercised or, if earlier, the date on which the Over-allotment Option is exercised in full;
- (d) the borrowing of Shares pursuant to the Stock Borrowing Agreement will be effected in compliance with all applicable Listing Rules, laws and other regulatory requirements; and
- (e) no payments will be made to Super Creation by China Everbright Securities in relation to such Stock Borrowing Agreement.

LANGUAGE

Translated English names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities included in this prospectus and for which no official English translation exists are unofficial translations for your reference only.