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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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

This prospectus, for which our Company and our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

### **INFORMATION ABOUT THE GLOBAL OFFERING**

The Global Offering comprises initially of 86,100,000 new Shares for the Hong Kong Public Offer and 774,900,000 Shares for the International Placing (comprising 631,400,000 New Shares and 143,500,000 Sale Shares), subject to the Over-allotment Option and adjustments. 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 us, the Selling Shareholder, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of our/their respective directors, agents, employees, advisers or any other party involved in 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", and the procedures for applying for Hong Kong Public Offer Shares are set out in the section headed "How to Apply for Hong Kong Public Offer Shares" in this prospectus and in the relevant Application Forms.

### **UNDERWRITING**

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 Sole Sponsor. Pursuant to the Hong Kong Underwriting Agreement, the Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and the Price Determination Agreement on the Price Determination Date. The Global Offering is lead managed by the Joint Lead Managers.

The International Underwriting Agreement relating to the International Placing is expected to be entered into on or around Monday, 14 June 2010, subject to determination of the pricing of the Offer Shares. If for any reason, the Offer Price is not agreed among our Company (for itself and on behalf of the Selling Shareholder) and the Joint Global Coordinators (on behalf of the Underwriters), the Global Offering will not proceed and will lapse.

### **DETERMINATION OF OFFER PRICE**

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or before Monday, 14 June 2010 and, in any event, not later than 12:00 noon on Sunday, 20 June 2010 (unless further

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extended at the sole discretion of the Joint Global Coordinators (or behalf of the Underwriters)). If, for whatever reason, the Offer Price is not agreed between the Joint Global Coordinators and our Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date, the Global Offering will not proceed and will lapse immediately. Further information about the Underwriters and the underwriting arrangements is set out in the section headed “Underwriting” in this prospectus.

### **RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES**

Each person acquiring the Offer Shares will be required to, or be deemed by his/her acquisition of the Offer Shares to, confirm that he/she is aware of the restrictions on offers of the Offer Shares described in the prospectus. No action has been taken to permit an offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than in Hong Kong. Accordingly, this prospectus or the related Application Forms may not be used for the purpose of, and does not (and is not intended to) 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 or the related Application Forms and the offering and sales of the Offer Shares in other jurisdictions may be restricted by law and therefore persons who possess this prospectus or any of the related Application Forms should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

### **APPLICATION FOR LISTING ON THE STOCK EXCHANGE**

We have applied to the Listing Committee for the listing of, and permission to deal in, the Offer Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may fall to be issued upon the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme). Except as disclosed in this prospectus, no part of our share or loan capital is listed on or dealt in on any other stock exchange and no such listing of or permission to deal in our securities on any other stock exchange is being or proposed to be sought in the near future.

### **HONG KONG SHARE REGISTER AND HONG KONG STAMP DUTY**

All Shares issued pursuant to applications made in the Global Offering will be registered on our Company’s register of members to be maintained in Hong Kong by the Hong Kong Share Registrar.

Dealings in the Shares registered in the register of our Company in Hong Kong will be subject to Hong Kong stamp duty. For further details about Hong Kong stamp duty, please seek professional tax advice.

Unless determined otherwise by our Company, dividends payable in Hong Kong dollars in respect of the Shares will be paid to the Shareholders listed on the register of our Company in Hong Kong, by ordinary post, at the Shareholders’ risk, to the registered address of each Shareholder.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Applicants for the Offer Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding and dealing in the Shares. It is emphasised

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that none of our Company, the Selling Shareholder, the Sole Sponsor, the Joint Global Coordinators, the Joint Lead Managers, the Underwriters, any of our/their respective directors, supervisors, agents or advisers or any other party involved in the Global Offering accepts responsibility for any tax effects or liabilities of holders of the Shares resulting from the subscription, purchase, holding or disposal of the Shares.

### 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, to retard, and if possible, prevent any decline in the market price of the securities below the offer price. In Hong Kong and certain other jurisdictions, the price at which stabilisation is effected is not permitted to exceed the offer price.

In connection with the Global Offering, Credit Suisse, as stabilising manager, or any person acting for it may over-allocate or effect any other transactions with a view to stabilising or maintaining the market price of the Offer Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the commencement of trading in the Shares on the Stock Exchange. Such market purchases of Offer Shares will be effected in compliance with all applicable laws and regulatory requirements. The first stabilisation action by the stabilising manager shall be conducted, to the extent reasonably practicable, in agreement between the Joint Bookrunners, and any subsequent stabilising transactions shall be effected in connection with the Global Offering at the absolute discretion of the stabilising manager and will be effected in accordance with the laws, rules and regulations in place in Hong Kong on stabilisation, and will be reported to the Joint Bookrunners on a daily basis. However, there is no obligation on the stabilising manager or any person acting for them to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the stabilising manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. In connection with the Global Offering, we expect to grant to the International Underwriters the Over-allotment Option, which is exercisable by the Joint Bookrunners on behalf of the International Underwriters no later than 30 days from the last day for the lodging of applications under the Hong Kong Public Offer. Pursuant to the Over-allotment Option, our Company may be required to allot and issue at the Offer Price up to an aggregate of 129,150,000 additional Shares, (representing 15% of the total number of Shares initially available under the Global Offering), to cover over-allocations in the International Placing, if any, to be issued on the same terms and conditions as the Shares subject to the Global Offering.

Stabilising action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilising) Rules (Chapter 571 of the Laws of Hong Kong) includes (i) over-allocating for the purpose of preventing or minimising any reduction in the market price; (ii) selling or agreeing to sell the Offer Shares so as to establish a short position in them for the purpose of preventing or minimising any reduction in the market price of the Shares; (iii) subscribing, or agreeing to subscribe, for Shares pursuant to the Over-allotment Option in order to close out any position established under (i) or (ii) above; (iv) purchasing, or agreeing to purchase, Offer Shares for the sole purpose of preventing or minimising any reduction in the market price; (v) selling or agreeing to sell any Offer Shares to liquidate a long position held as a result of those purchases; and (vi) offering or attempting to do anything described in (ii), (iii), (iv) or (v).

As a result of effecting transactions to stabilise or maintain the market price of the Shares, Credit Suisse, the stabilising manager, or any person acting for it, may maintain a long position in

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the Shares. The size of the long position, and the period for which the stabilising manager, or any person acting for them, will maintain the long position is at the discretion of the stabilising manager and is uncertain. Investors should be warned that, in the event that the stabilising manager liquidates this long position by making sales in the open market, this may lead to a decline in the market price of the Shares.

Stabilising action by the stabilising manager, or any person acting for it, is not permitted to support the price of the shares for longer than the stabilising period, which begins on the day on which trading of our Shares commences on the Stock Exchange and ends on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. The stabilising period is expected to end on 14 July 2010. As a result, demand for the Shares, and their market price, may fall after the end of the stabilising period. A public announcement will be made within seven days after the end of the stabilising period in accordance with the Securities and Futures (Price Stabilising) Rules.

Any stabilising action taken by the stabilising manager, or any person acting for it, may not necessarily result in the market price of the Offer Shares staying at or above the Offer Price either during or after the stabilising period. Stabilising bids for or market purchases of the Offer Shares by the stabilising manager, or any person acting for them, may be made at or below the Offer Price and can therefore be made at or below the price paid for the Offer Shares by applicants for, or investors in, the Offer Shares.

### **PROCEDURE FOR APPLICATION FOR HONG KONG PUBLIC OFFER SHARES**

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

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

Details of the structure of the Global Offering including its conditions, and the Over-allotment Option, are set out in the section headed “Structure of the Global Offering” in this prospectus.

### **LANGUAGE**

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail, save and except for translated English names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities included in this prospectus and for which no official English translation exists, the Chinese names shall prevail. The translated English names are unofficial translations for your reference only.

### **SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on 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 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. Investors should seek the advice of their stockbroker or other professional advisor for details of those settlement arrangements and how such arrangements will affect their rights and interests.