

A. FURTHER INFORMATION ABOUT OUR GROUP**1. Incorporation**

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on August 5, 2009 under the Cayman Islands Companies Law. Our registered address is at Portcullis TrustNet (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands. We have registered a place of business in Hong Kong at August 19, 2010 and have been registered as a non-Hong Kong company under Part XI of the Hong Kong Companies Ordinance. Mr. Au Lap Ming has been appointed as our agent for the acceptance of service of process and notices in Hong Kong. The address for service of process on the Company in Hong Kong is the same as its registered place of business in Hong Kong set out above.

As we are incorporated in the Cayman Islands, our corporate structure, our Memorandum of Association and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of the relevant provisions of our Memorandum of Association and Articles of Association and certain relevant aspects of Cayman Islands company law are set out in Appendix V of this prospectus.

2. Changes in share capital of our Group*The Company*

As of October 21, 2009, the authorized share capital of the Company was US\$50,000 divided into 47,000,000 ordinary Shares of par value of US\$0.001 each and 3,000,000 Series A Preferred Shares of par value of US\$0.001 each. The following sets out the changes in the Company's issued share capital since the date of its incorporation:

- (a) on August 5, 2009, one ordinary Share of par value of US\$1.00 each was allotted and issued to Stockton Nominees Limited as the subscriber, which was transferred to Mr. Zhao Yihong;
- (b) on September 25, 2009, one ordinary Share of par value of US\$1.00 each was transferred from Mr. Zhao Yihong to Foreshore and was subsequently cancelled;
- (c) on October 21, 2009, 9,288,000 ordinary Shares of par value of US\$0.001 each were allotted and issued to Foreshore;
- (d) on October 21, 2009, 700,608 Series A Preferred Shares of par value of US\$0.001 each were allotted and issued to GGV;
- (e) on October 21, 2009, 11,392 Series A Preferred Shares of par value of US\$0.001 each were issued to GGV;
- (f) on May 31, 2010, 169,495 ordinary Shares of par value of US\$0.001 each were transferred from Foreshore to Ding Tian;
- (g) on May 31, 2010, 48,292 ordinary Shares of par value of US\$0.001 each were allotted and issued to Dr. Cai Ya;
- (h) on May 31, 2010, 52,457 ordinary Shares of par value of US\$0.001 each were allotted and issued to Qiming Venture Partners, L.P.;

- (i) on May 31, 2010, 784 ordinary Shares of par value of US\$0.001 each were allotted and issued to Qiming Managing Directors Fund L.P.;
- (j) on May 31, 2010, 5,748 ordinary Shares of par value of US\$0.001 each were allotted and issued to Ignition Venture Partners III, L.P.;
- (k) on May 31, 2010, 168 ordinary Shares of par value of US\$0.001 each were allotted and issued to Ignition Managing Directors Fund III, LLC;
- (l) on May 31, 2010, 94,652 ordinary Shares of par value of US\$0.001 each were allotted and issued to Newmargin Growth Fund, L.P.;
- (m) on May 31, 2010, 124,816 ordinary Shares of par value of US\$0.001 each were allotted and issued to Newmargin Growth Fund, L.P.;
- (n) on May 31, 2010, 15,212 ordinary Shares of par value of US\$0.001 each were allotted and issued to International FMCG Investments Ltd.;
- (o) on May 31, 2010, 20,060 ordinary Shares of par value of US\$0.001 each were allotted and issued to International FMCG Investments Ltd.;
- (p) on May 31, 2010, 142,259 Series A Preferred Shares of par value of US\$0.001 each were allotted and issued to GGV;
- (q) on May 31, 2010, 2,313 Series A Preferred Shares of par value of US\$0.001 each were allotted and issued to GGV;
- (r) on September 10, 2010, the Share Subdivision became effective; and
- (s) prior to the completion of the Global Offering, GGV shall covert all of their 102,788,640 Series A Preferred Shares of par value of US\$0.00000833333 each into 102,788,640 ordinary Shares of par value of US\$0.00000833333 each;

Assuming that the Global Offering becomes unconditional and the Shares are issued, our authorized share capital upon completion of the Global Offering will be US\$49,999.98 divided into 6,000,000,000 ordinary shares with a par value of US\$0.00000833333 each.

The Share Subdivision includes the following sequence of events:

- (a) the increase of the authorized share capital of the Company from US\$50,000 divided into 47,000,000 ordinary shares with a par value of US\$0.001 each and 3,000,000 series A preferred shares with a par value of US\$0.001 each to US\$99,999.98 divided into (i) 47,000,000 ordinary shares with a par value of US\$0.001 each and 3,000,000 series A preferred shares with a par value of US\$0.001 each and (ii) 5,640,000,000 ordinary shares with a par value of US\$0.00000833333 each and 360,000,000 series A preferred shares with a par value of US\$0.00000833333 each;
- (b) the issue of 1,158,022,680 ordinary shares with a par value of US\$0.00000833333 each and 102,788,640 series A preferred shares with a par value of US\$0.00000833333 each (in the proportions specified in the directors resolutions dated September 8, 2010) to the existing shareholders of the Company as of September 10, 2010;

- (c) the repurchase of 9,650,189 issued ordinary shares with a par value of US\$0.001 each and 856,572 issued series A preferred shares with a par value of US\$0.001 each (in the proportions specified in the directors resolutions dated September 8, 2010) (the “**Repurchase Shares**”);
- (d) the cancellation of the Repurchase Shares;
- (e) the cancellation of all of the 47,000,000 authorized but unissued ordinary shares having a par value of US\$0.001 each and all of the 3,000,000 authorized but unissued series A preferred shares having a par value of US\$0.001 each; and
- (f) leaving the authorized share capital of the Company at US\$49,999.98 divided into 5,640,000,000 ordinary shares with a par value of US\$0.00000833333 each and 360,000,000 series A preferred shares with a par value of US\$0.00000833333 each.

Our subsidiaries

The list of our subsidiaries is set out in Appendix I of this prospectus.

Besunyen Investment:

- (a) on August 11, 2009, one ordinary share of US\$1.00 each was allotted and issued to Mr. Zhao Yihong; and
- (b) on September 25, 2009, one ordinary share of US\$1.00 each was transferred from Mr. Zhao Yihong to the Company.

Besunyen HK:

- (a) on June 10, 2009, one ordinary share of HK\$1.00 each was allotted and issued to Mr. Cui Shan; and
- (b) on October 5, 2009, one ordinary share of HK\$1.00 each was transferred from Mr. Cui Shan to Besunyen Investment.

Ever Assure:

- (a) on April 23, 2010, one ordinary share of HK\$1.00 each was allotted and issued to GNL 10 Limited;
- (b) on May 17, 2010, one ordinary share of HK\$1.00 each was transferred from GNL 10 Limited to High Star Limited; and
- (c) on May 31, 2010, one ordinary share of HK\$1.00 each was transferred from High Star Limited to the Company.

Beijing Outsell:

- (a) on December 27, 2008, the registered share capital of Beijing Outsell was increased to US\$8,000,000 from US\$4,000,000;
- (b) on July 23, 2009, the registered share capital of Beijing Outsell was increased to US\$33,000,000 from US\$8,000,000; and

- (c) on December 11, 2009, the registered share capital of Beijing Outsell was increased to US\$46,500,000 from US\$ 33,000,000.

Zhuhai Qi Jia:

- on January 25, 2010, the registered share capital of Zuhai Qi Jia was increased to RMB12,000,000 from RMB2,000,000.

Save as the aforesaid, there has been no other alteration in the share capital of the subsidiaries of the Company in the two years preceding the date of the prospectus.

3. Written Resolutions of our shareholders

Pursuant to the written resolutions passed by our shareholders on September 8, 2010:

- (a) the Share Subdivision became effective on September 10, 2010;
- (b) our Company conditionally approved and adopted its new Memorandum of Association and Articles of Association with effect on the date on which shares of the Company are listed on the Hong Kong Stock Exchange, the terms of which are summarized in Appendix V of this prospectus;
- (c) conditional upon the conditions for completion of the Global Offering being fulfilled:
- (i) that conditional upon (i) the Listing Committee granting the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus and (ii) the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms of the Hong Kong Underwriting Agreement and the International Underwriting Agreement or otherwise, in each case on or before the date falling 30 days after the date of this prospectus:
- (1) the Global Offering and the Directors were authorized to allot and issue, and to approve the transfer of, such number of Shares in connection with the Global Offering, the conversion of the Preferred Shares into Shares of the Company as they are fit, on and subject to the terms and conditions stated in this prospectus and in the relevant Application Forms;
- (2) conditional further on the Listing Committee granting approval of our Share Option Scheme, the rules of our Share Option Scheme were approved and adopted, and the Directors or any committee thereof established by the board were authorized, at their sole discretion, to make such further changes to our Share Option Scheme as requested by the Hong Kong Stock Exchange and which they deem necessary and/or desirable and at their absolute discretion to grant options to subscribe for Shares thereunder up to the limits referred to in our Share Option Scheme and or allot, issue and deal with Shares pursuant to the exercise of any option which may be granted under our Share Option Scheme and to take all such action as they consider necessary, desirable or expedient to implement or give effect to our Share Option Scheme, subject to the conditions therein;
- (3) a general unconditional mandate was given to the Directors to allot, issue and deal with Shares (otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue or pursuant to the exercise of any subscription rights which may be granted under our

Share Option Scheme or any scrip dividend scheme or similar arrangements, any adjustment of rights to subscribe for shares under options and warrants or a special authority granted by our shareholders) with an aggregate nominal value of not more than the sum of:

- 20% of the aggregate nominal value of our share capital in issue immediately following completion of the Global Offering before any exercise of the Over-allotment Option and Shares to be issued pursuant to the conversion of the Preferred Shares; and
 - the aggregate nominal value of the share capital of our Company repurchased by us (if any);
- (4) a general unconditional mandate was given to the Directors to exercise all the powers of the Company to repurchase Shares to be listed on the Hong Kong Stock Exchange with a total nominal value of not more than 10% of the aggregate nominal value of the Company's Share capital in issue immediately following completion of the Global Offering; and
- (5) the general unconditional mandate as mentioned in paragraph (3) above was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by the Company pursuant to the mandate to repurchases Shares referred to in paragraph (4) above.

Each of the general mandates referred to in paragraphs (3), (4) and (5) above will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Articles of Association of the Company; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

4. The Reorganization

The companies comprising the Group underwent a reorganization to rationalize the business and the structure of our Company in anticipation of the Global Offering. Following the Reorganization our Company became the holding Company. For information with regard to our Reorganization, see the section headed "History, Reorganization and Group Structure" in this prospectus.

5. Repurchases of our own Shares

This section includes information relating to the repurchase of our Shares, including information required by the Hong Kong Stock Exchange to be included in this prospectus concerning such repurchase.

(a) *Relevant Legal and Regulatory Requirements*

The Listing Rules permit our shareholders to grant to our Directors a general mandate to repurchase our Shares that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of an ordinary resolution passed by our shareholders in a general meeting.

(b) *Shareholders' Approval*

All proposed repurchases of Shares (which must be fully paid up) must be approved in advance by ordinary resolutions of our shareholders in a general meeting, either by way of general mandate or by specific approval of a particular transaction.

On September 8, 2010, our Directors were granted a general unconditional mandate to repurchase up to 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering on the Hong Kong Stock Exchange or on any other stock exchange on which our securities may be listed and which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose. This mandate will expire at the earliest of (i) the conclusion of our next annual shareholders' general meeting, (ii) the date by which our next shareholders' general meeting is required by applicable laws and our Articles of Association to be held, or (iii) such mandate being revoked or varied by ordinary resolutions of our shareholders in a general meeting (the "Relevant Period").

(c) *Source of Funds*

Our repurchase of the Shares listed on the Stock Exchange must be funded from the funds legally available for the purpose in accordance with our Memorandum of Association and Articles of Association and the applicable laws of the Cayman Islands. We may not repurchase our Shares on the Hong Kong Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange. Subject to the foregoing, we may make repurchases with funds which would otherwise be available for dividend or distribution or out of an issue of new Shares for the purpose of the repurchase.

(d) *Reasons for Repurchases*

Our Directors believe that it is in the Company and our Shareholders' best interests for our Directors to have general authority to execute repurchases of our Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit the Company and our Shareholders.

(e) *Funding of Repurchases*

In repurchasing securities, we may only apply funds legally available for such purpose in accordance with our Memorandum of Association and Articles of Association and the Listing Rules.

On the basis of the current financial position of our Company as disclosed in this prospectus and taking into account the current working capital position of our Company, our Directors believe that, if the repurchase mandate were to be exercised in full, it might have a material adverse effect on our working capital and/or the gearing position as compared with the position disclosed in this prospectus. However, our Directors do not propose to exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

(f) *Share Capital*

The exercise in full of the current repurchase mandate, on the basis of 1,681,091,320 Shares in issue immediately after completion of the Global Offering before any exercise of any options granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme, could accordingly result in up to 168,109,132 Shares being repurchased by us during the Relevant Period.

(g) *General*

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) currently intends to sell any of our Shares to us or our subsidiaries.

Our Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules, our Memorandum of Association and Articles of Association, the Cayman Islands Companies Law and any other applicable laws of the Cayman Islands.

If, as a result of any repurchase of our Shares, a shareholders' proportionate interest in our voting rights is increased, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers. Accordingly, a shareholder or a group of Shareholders acting in concert could obtain or consolidate control of us and become obliged to make a mandatory offer in accordance with rule 26 of the Hong Kong Code on Takeovers and Mergers. Our Directors are not aware of any consequences of repurchases which would arise under the Hong Kong Code on Takeovers and Mergers.

No connected person as defined by the Listing Rules has notified us that he or it has a present intention to sell his or its Shares to us, or has undertaken not to do so, if the repurchase mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this prospectus that are or may be material:

1. the equity interest transfer agreement dated November 6, 2008, entered into between Zhang Hongli (張紅麗) and Besunyen Investment Co., Ltd., pursuant to which Zhang Hongli transferred 100% equity interest in Beijing Besunyen Food and Beverage Co., Ltd. to Besunyen Investment Co., Ltd. for a consideration of US\$300,000;
2. the equity interest transfer agreement dated September 1, 2009, entered into between Cui Shan (崔山) and Outsel Herbal Tea Limited (now known as Besunyen (Hong Kong) Co., Limited, pursuant to which Cui Shan transferred 100% equity interest in Beijing Outsell Health Product Development Co., Ltd. to Outsel Herbal Tea Limited;
3. the series A preferred shares purchase agreement dated September 9, 2009, entered into among Tea-Care Group Limited (now known as Besunyen Holdings Company Limited), Foreshore Holding Group Limited, Zhao Yihong, Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P., pursuant to which Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.

subscribed for such number of Series A Preferred Shares representing 7.01% and 0.11% of all the issued and outstanding capital of Tea-Care Group Limited after the closing as described under the agreement for a total consideration of US\$15,000,000;

4. the equity interest transfer agreement dated October 9, 2009, entered into between Besunyen Investment Co., Ltd. and Beijing Outsell Health Product Development Co., Ltd., pursuant to which Besunyen Investment Co., Ltd. transferred 100% equity interest in Beijing Besunyen Food and Beverage Co., Ltd. to Beijing Outsell Health Product Development Co., Ltd. for a consideration of RMB2,200,000;
5. the shareholders' agreement dated October 21, 2009, entered into among Tea-Care Group Limited (now known as Besunyen Holdings Company Limited), Foreshore Holding Group Limited, Zhao Yihong, Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.;
6. the equity acquisition agreement dated January 13, 2010, entered into among Beijing Outsell Health Product Development Co., Ltd., Zhuhai Qi Jia Medicine Industry Co., Ltd., Zhang Guiying (張桂英) and Wang Hongshan (王宏山), pursuant to which Beijing Outsell agreed to acquire 100% equity interest in Zhuhai Qi Jia Medicine Industry Co., Ltd. from Zhang Guiying and Wang Hongshan for a consideration of up to RMB19,050,000;
7. the share transfer agreement dated March 4, 2010, entered into between Ding Tian Greater China Strategy Fund and Foreshore Holding Group Limited, pursuant to which Foreshore transferred US\$3,000,000 worth of Shares to Ding Tian Greater China Strategy Fund for a consideration of US\$3,000,000 pursuant to the adjustment mechanism under the share transfer agreement;
8. the share exchange agreement dated May 21, 2010, entered into among Tea-Care Group Ltd. (now known as Besunyen Holdings Company Limited), Tea-Care Holding Co. Universal Ltd. (now known as Besunyen Investment (BVI) Co., Ltd.), High Star Limited, Cai Ya (蔡亞), Zhao Xiaoluo (趙霄洛), Qiming Venture Partners, L.P., Qiming Managing Directors Fund, L.P., Ignition Venture Partners III, L.P., Ignition Managing Directors Fund III, LLC, Newmargin Growth Fund, L.P., International FMCG Investments Ltd., Granite Global Ventures III L.P., GGV III Entrepreneurs Fund L.P., pursuant to which Besunyen Investment (BVI) Co., Ltd. acquired all of the issued and outstanding shares of Ever Assure Limited from High Star Limited in consideration of the allotment and issuance of 52,457, 784, 5,748, 168, 94,652, 15,212 and 48,292 Shares to Qiming Venture Partners, L.P., Qiming Managing Directors Fund L.P., Ignition Venture Partners III, L.P., Ignition Managing Directors Fund III, LLC, Newmargin Growth Fund, L.P., International FMCG Investments Ltd. and Cai Ya, respectively, each a shareholder of High Star Limited. In addition, concurrently with the closing of the acquisition of Jian Shi Xing Biotech Research and Development (Shanghai) Co., Ltd. and Ever Assure Limited contemplated under the share exchange agreement, Newmargin Growth Fund, L.P. and International FMCG Investments Ltd. purchased an aggregate of 144,875 Shares at an aggregate purchase price of US\$3,000,000;
9. a deed of non-competition dated September 8, 2010 entered into between Zhao Yihong, Gao Yan, Foreshore as covenantors and the Company (for itself and as trustee for its subsidiaries) pursuant to which each of the covenantors undertook not to engage in competing business with our Company;
10. a deed of indemnity dated September 8, 2010 entered into between Zhao Yihong, Gao Yan and Foreshore as indemnifiers and our Company (for itself and as trustee for its subsidiaries), under which each of the indemnifiers has given certain indemnities in favor of our Group containing, among other things, the indemnities referred to in the section headed "Other information — Estate duty, tax and other indemnities" of this Appendix; and

11. the Hong Kong Underwriting Agreement, details of which are set out in the section headed “Underwriting”.

2. Intellectual property rights

As of the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights.

A. Trademarks

(i) As of the Latest Practicable Date, Beijing Outsell is the registered owner of the following trademarks in the PRC:

No.	Trademark	Register No.	Class	Date of registration	Expiry date
1.		1072218	30	August 7, 2007	August 6, 2017
2.		1659483	30	October 28, 2001	October 27, 2011
3.		1748650	30	April 14, 2002	April 13, 2012
4.		3048353	30	March 21, 2003	March 20, 2013
5.		3162345	30	January 21, 2004	January 20, 2014
6.		3162347	30	June 14, 2003	June 13, 2013

No.	Trademark	Register No.	Class	Date of registration	Expiry date
7.	碧生圆	3162348	30	June 14, 2003	June 13, 2013
8.	碧升缘	3162349	30	June 14, 2003	June 13, 2013
9.	毕生源	3162350	30	June 14, 2003	June 13, 2013
10.	毕生缘	3162351	30	June 14, 2003	June 13, 2013
11.	碧生泉	3162352	30	June 14, 2003	June 13, 2013
12.	碧生缘	3163978	30	June 14, 2003	June 13, 2013
13.	毕生泉	3163979	30	June 14, 2003	June 13, 2013
14.	碧升源	3238587	30	September 7, 2003	September 6, 2013
15.	舒	3238589	30	February 21, 2004	February 20, 2014
16.	爽通	3238590	30	February 21, 2004	February 20, 2014









No.	Trademark	Register No.	Class	Date of registration	Expiry date
17.	润通	3238591	30	February 21, 2004	February 20, 2014
18.	通润	3238592	30	February 21, 2004	February 20, 2014
19.	舒通	3238593	30	February 21, 2004	February 20, 2014
20.	润泽	3238594	30	February 21, 2004	February 20, 2014
21.	通舒	3238605	30	September 7, 2003	September 6, 2013
22.	舒尔通	3238606	30	December 21, 2003	December 20, 2013
23.	通爽	3238706	30	February 21, 2004	February 20, 2014
24.	碧	3238707	30	September 7, 2003	September 6, 2013
25.	通尔舒	3238708	30	September 14, 2003	September 13, 2013





No.	Trademark	Register No.	Class	Date of registration	Expiry date
26.		3238709	30	February 21, 2004	February 20, 2014
27.		3929472	30	January 21, 2006	January 20, 2016
28.		3929474	30	March 28, 2006	March 27, 2016
29.		3929476	30	January 21, 2006	January 20, 2016
30.		3929479	30	March 28, 2006	March 27, 2016
31.		3929480	30	September 21, 2006	September 20, 2016
32.		3929483	30	January 21, 2006	January 20, 2016
33.		3929485	30	April 14, 2006	April 13, 2016
34.		3929486	30	March 28, 2006	March 27, 2016

No.	Trademark	Register No.	Class	Date of registration	Expiry date
35.		3929487	30	January 21, 2006	January 20, 2016
36.		3929488	30	February 21, 2006	February 20, 2016
37.		3929489	30	March 28, 2006	March 27, 2016
38.		3929490	30	January 21, 2006	January 20, 2016
39.		3958577	30	January 28, 2006	January 27, 2016
40.		3995875	5	November 14, 2006	November 13, 2016
41.		4002996	30	March 14, 2006	March 13, 2016
42.		4022948	30	January 14, 2007	January 13, 2017
43.		4042869	3	March 14, 2007	March 13, 2017










No.	Trademark	Register No.	Class	Date of registration	Expiry date
44.	碧生源	4042870	5	May 21, 2007	May 20, 2017
45.	碧生源	4042871	10	May 28, 2007	May 27, 2017
46.	9快9	4136686	30	November 28, 2006	November 27, 2016
47.	暖太郎	4162260	25	March 14, 2008	March 13, 2018
48.	悟	4162261	30	October 21, 2006	October 20, 2016
49.	波斯猫	4171211	44	February 7, 2008	February 6, 2018
50.	波斯猫	4171212	43	October 7, 2007	October 6, 2017
51.	波斯猫	4171213	41	October 7, 2007	October 6, 2017
52.	波斯猫	4171214	34	October 21, 2006	October 20, 2016
53.	波斯猫	4171215	33	October 21, 2006	October 20, 2016







No.	Trademark	Register No.	Class	Date of registration	Expiry date
54.	波斯猫	4171216	32	October 21, 2006	October 20, 2016
55.	波斯猫	4171217	30	October 21, 2006	October 20, 2016
56.	波斯猫	4171218	20	May 21, 2007	May 20, 2017
57.	波斯猫	4171220	14	May 21, 2007	May 20, 2017
58.	波斯猫	4171221	9	November 14, 2006	November 13, 2016
59.		4650061	30	February 28, 2008	February 27, 2018
60.	Benefit	4650062	30	February 28, 2008	February 27, 2018
61.	БЕНЕФИТ	4650063	30	February 28, 2008	February 27, 2018
62.		4712168	30	April 7, 2008	April 6, 2018
63.	"ЖУЙДЭМЭН"	4733994	30	March 7, 2008	March 6, 2018
64.		4774021	6	June 7, 2008	June 6, 2018

No.	Trademark	Register No.	Class	Date of registration	Expiry date
65.		4774023	4	April 21, 2009	April 20, 2019
66.		4774024	3	October 28, 2009	October 27, 2019
67.		4774025	2	January 21, 2010	January 20, 2020
68.		4774026	1	April 21, 2009	April 20, 2019
69.		4774082	38	February 28, 2009	February 27, 2019
70.		4774083	37	February 28, 2009	February 27, 2019
71.		4774085	45	February 28, 2009	February 27, 2019
72.		4774086	44	February 28, 2009	February 27, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
73.		4774087	43	February 28, 2009	February 27, 2019
74.		4774088	42	February 28, 2009	February 27, 2019
75.		4774089	41	February 28, 2009	February 27, 2019
76.		4774090	40	February 28, 2009	February 27, 2019
77.		4774091	39	January 28, 2009	January 27, 2019
78.		4774092	36	January 28, 2009	January 27, 2019
79.		4774093	35	January 28, 2009	January 27, 2019
80.		4774094	34	April 7, 2008	April 6, 2018

No.	Trademark	Register No.	Class	Date of registration	Expiry date
81.		4774095	33	April 7, 2008	April 6, 2018
82.		4774097	31	April 7, 2008	April 6, 2018
83.		4774098	30	April 7, 2008	April 6, 2018
84.		4774099	29	June 14, 2008	June 13, 2018
85.		4774100	28	February 14, 2009	February 13, 2019
86.		4774101	27	February 14, 2009	February 13, 2019
87.		4774102	26	February 14, 2009	February 13, 2019
88.		4774104	24	February 14, 2009	February 13, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
89.		4774105	23	February 14, 2009	February 13, 2019
90.		4774106	22	February 21, 2009	February 20, 2019
91.		4774107	21	February 28, 2009	February 27, 2019
92.		4774108	20	March 14, 2009	March 13, 2019
93.		4774110	18	March 7, 2009	March 6, 2019
94.		4774111	17	February 28, 2009	February 27, 2019
95.		4774112	16	January 28, 2010	January 27, 2020
96.		4774113	15	February 28, 2009	February 27, 2019
97.		4774114	14	February 28, 2009	February 27, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
98.		4774115	13	June 7, 2008	June 6, 2018
99.		4774116	12	June 7, 2008	June 6, 2018
100.		4774117	11	June 7, 2008	June 6, 2018
101.		4774119	9	June 7, 2008	June 6, 2018
102.		4774120	8	June 7, 2008	June 6, 2018
103.		4774121	7	June 7, 2008	June 6, 2018
104.	简一点	5121816	30	November 28, 2008	November 27, 2018
105.	千千睡	5194120	5	June 21, 2009	June 20, 2019
106.	千千睡	5194121	30	March 21, 2009	March 20, 2019
107.	先牌	5194123	5	January 7, 2010	January 6, 2020

No.	Trademark	Register No.	Class	Date of registration	Expiry date
108.	先牌	5194124	30	April 7, 2009	April 6, 2019
109.	太睡	5211798	5	July 14, 2009	July 13, 2019
110.	太睡	5211799	10	April 7, 2009	April 6, 2019
111.	太睡	5211800	30	May 7, 2009	May 6, 2019
112.	好好岁岁	5211804	5	July 14, 2009	July 13, 2019
113.	好好岁岁	5211805	10	April 7, 2009	April 6, 2019
114.	好好岁岁	5211806	30	May 7, 2009	May 6, 2019
115.	澳特舒尔	5211808	10	April 7, 2009	April 6, 2019
116.	澳特舒尔	5211809	9	April 14, 2009	April 13, 2019
117.	澳特舒尔	5211810	8	April 7, 2009	April 6, 2019
118.	澳特舒尔	5211811	7	April 7, 2009	April 6, 2019
119.	澳特舒尔	5211812	6	July 21, 2009	July 20, 2019
120.	澳特舒尔	5211813	5	June 28, 2009	June 27, 2019
121.	澳特舒尔	5211814	4	June 21, 2009	June 20, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
122.	澳特舒尔	5211815	3	July 7, 2009	July 6, 2019
123.	澳特舒尔	5211816	2	June 21, 2009	June 20, 2019
124.	澳特舒尔	5211817	1	July 14, 2009	July 13, 2019
125.	澳特舒尔	5211818	20	June 7, 2009	June 6, 2019
126.	澳特舒尔	5211819	19	November 28, 2009	November 27, 2019
127.	澳特舒尔	5211820	18	July 28, 2009	July 27, 2019
128.	澳特舒尔	5211821	17	July 7, 2009	July 6, 2019
129.	澳特舒尔	5211822	16	June 14, 2009	June 13, 2019
130.	澳特舒尔	5211823	15	June 7, 2009	June 6, 2019
131.	澳特舒尔	5211824	14	June 7, 2009	June 6, 2019
132.	澳特舒尔	5211825	13	March 21, 2009	March 20, 2019
133.	澳特舒尔	5211826	12	April 7, 2009	April 6, 2019
134.	澳特舒尔	5211827	11	April 14, 2009	April 13, 2019
135.	澳特舒尔	5211828	30	March 28, 2009	March 27, 2019
136.	澳特舒尔	5211829	29	March 28, 2009	March 27, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
137.	澳特舒尔	5211830	28	July 14, 2009	July 13, 2019
138.	澳特舒尔	5211831	27	June 14, 2009	June 13, 2019
139.	澳特舒尔	5211832	26	July 14, 2009	July 13, 2019
140.	澳特舒尔	5211833	25	July 14, 2009	July 13, 2019
141.	澳特舒尔	5211834	24	June 21, 2009	June 20, 2019
142.	澳特舒尔	5211835	23	June 14, 2009	June 13, 2019
143.	澳特舒尔	5211836	22	July 28, 2009	July 27, 2019
144.	澳特舒尔	5211837	21	June 14, 2009	June 13, 2019
145.	澳特舒尔	5211838	40	September 14, 2009	September 13, 2019
146.	澳特舒尔	5211839	39	June 14, 2009	June 13, 2019
147.	澳特舒尔	5211840	38	September 14, 2009	September 13, 2009
148.	澳特舒尔	5211841	37	September 14, 2009	September 13, 2019
149.	澳特舒尔	5211842	36	September 14, 2009	September 13, 2019
150.	澳特舒尔	5211843	35	June 7, 2009	June 6, 2019
151.	澳特舒尔	5211844	34	March 28, 2009	March 27, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
152.	澳特舒尔	5211845	33	March 28, 2009	March 27, 2019
153.	澳特舒尔	5211846	32	March 28, 2009	March 27, 2019
154.	澳特舒尔	5211847	31	March 28, 2009	March 27, 2019
155.	澳特舒尔	5211853	45	September 14, 2009	September 13, 2019
156.	澳特舒尔	5211854	44	September 14, 2009	September 13, 2019
157.	澳特舒尔	5211855	43	September 14, 2009	September 13, 2019
158.	澳特舒尔	5211856	42	July 7, 2009	July 6, 2019
159.	澳特舒尔	5211857	41	July 7, 2009	July 6, 2019
160.	瑞 梦	5310771	5	January 14, 2010	January 13, 2020
161.	瑞 梦	5310772	10	April 28, 2009	April 27, 2019
162.		5357108	5	December 21, 2009	December 20, 2019
163.		5357109	10	May 7, 2009	May 6, 2019

No.	Trademark	Register No.	Class	Date of registration	Expiry date
164.		5357110	30	April 28, 2009	April 27, 2019
165.		5667388	5	December 14, 2009	December 13, 2019
166.	碧生源常润	5669323	30	August 7, 2009	August 6, 2019
167.	碧生源常润	5919889	30	November 28, 2009	November 27, 2019
168.	BESELL	6211992	5	March 7, 2010	March 6, 2020
169.	BESELL	6211994	10	January 7, 2010	January 6, 2020
170.	BESELL	6211997	16	February 21, 2010	February 20, 2020
171.	BESELL	6212001	30	January 21, 2010	January 20, 2020
172.	BESELL	6212005	32	January 21, 2010	January 20, 2020
173.	提香草堂	6262947	30	February 7, 2010	February 6, 2020
174.	提香草堂	6262948	3	February 28, 2010	February 27, 2020
175.	提香草堂	6262951	5	March 21, 2010	March 20, 2020
176.	波斯猫	4171219	16	July 14, 2007	July 13, 2017
177.	常润	6918162	5	July 14, 2010	July 13, 2020












No.	Trademark	Register No.	Class	Date of registration	Expiry date
178.	长润	6918164	5	July 14, 2010	July 13, 2020
179.	常润长润	6918165	30	July 14, 2010	July 13, 2020
180.	长润常润	6918166	30	July 14, 2010	July 13, 2020
181.	碧生源	7207739	30	July 28, 2010	July 27, 2020
182.	T-care	7207760	30	July 28, 2010	July 27, 2020

(iii) As of the Latest Practicable Date, Beijing Outsell is the registered owner of the following trademarks in other jurisdictions:

No.	Trademark	Place of Registration	Register No.	Class	Date of Registration	Expiry Date
1.		Hong Kong	300892945	30	June 15, 2007	June 14, 2017
2.		Hong Kong	301080260	3, 5, 10, 32	March 27, 2008	March 26, 2018
3.		Japan	5102686	30	April 24, 2007	April 23, 2017
4.		Korea	40-0744053	30	April 27, 2007	April 26, 2017
5.		Korea	40-0783651	3, 5, 10, 32	March 24, 2009	March 24, 2019
6.		Laos	17184	3	April 25, 2008	April 25, 2018
7.		Laos	17185	5	April 25, 2008	April 25, 2018
8.		Laos	17186	10	April 25, 2008	April 25, 2018
9.		Laos	17187	30	April 25, 2008	April 25, 2018
10.		Laos	17188	32	April 25, 2008	April 25, 2018
11.		Taiwan	01344633	30	January 1, 2009	December 31, 2018
12.		Taiwan	013446627	3	November 16, 2008	November 15, 2018
13.		Taiwan	01337188	10	November 16, 2008	November 15, 2018
14.		Taiwan	01343457	5	January 1, 2009	December 31, 2018
15.		Taiwan	01344725	32	January 1, 2009	December 31, 2018
16.		Singapore	T0804219Z	3, 5, 10, 32	April 2, 2008	April 2, 2018
17.		Singapore	T0709655E	30	May 4, 2007	May 3, 2017
18.		European Union	NO.005878913	30	May 7, 2007	May 7, 2017
19.		Thailand	Kor292967	10	April 22, 2008	April 21, 2018









APPENDIX VI

STATUTORY AND GENERAL INFORMATION





No.	Trademark	Place of Registration	Register No.	Class	Date of Registration	Expiry Date
20.		Thailand	Kor300468	5	April 22, 2008	April 16, 2018
21.		Thailand	Kor301702	3	April 22, 2008	April 21, 2018
22.		Thailand	Kor301703	30	April 22, 2008	April 21, 2018
23.		Thailand	Kor301704	32	April 22, 2008	April 21, 2018
24.		Cambodia	KH/30189/09	5	April 29, 2008	April 29, 2018
25.		Cambodia	KH/30190/09	10	April 29, 2008	April 29, 2018
26.		Cambodia	KH/30191/09	30	April 29, 2008	April 29, 2018
27.		Cambodia	KH/30188/09	3	April 29, 2008	April 29, 2018
28.		Cambodia	KH/30192/09	32	April 29, 2008	April 29, 2018
29.		Macau	N/035320	5	September 30, 2008	September 30, 2015
30.		Macau	N/035319	3	September 30, 2008	September 30, 2015
31.		Macau	N/035322	32	September 30, 2008	September 30, 2015
32.		Macau	N/035321	10	September 30, 2008	September 30, 2015
33.		Macau	N/028964	30	December 19, 2007	October 29, 2014
34.		Burma	996/2009	3, 5, 10, 30, 32	February 6, 2009	February 5, 2012
35.		United States	3583929	30	March 3, 2009	March 3, 2019
36.		Philippine	4-2008-003774	3, 5, 10, 30, 32	September 15, 2008	September 15, 2018
37.		Malaysia	7011126	30	June 12, 2007	June 12, 2017
38.		Vietnam	135183	3, 5, 10, 30, 32	April 1, 2008	April 1, 2018
39.		Malaysia	08007296	32	April 15, 2008	April 15, 2018




APPENDIX VI

STATUTORY AND GENERAL INFORMATION

No.	Trademark	Place of Registration	Register No.	Class	Date of Registration	Expiry Date
40.		Malaysia	08007293	3	April 15, 2008	April 15, 2018
41.		Malaysia	08007295	10	April 15, 2008	April 15, 2018
42.		India	1669581	32	March 27, 2008	March 27, 2018
43.		Indonesia	IDM000223957	3	March 28, 2008	March 27, 2018
44.		Indonesia	IDM000223958	5	March 28, 2008	March 27, 2018
45.		Indonesia	IDM000223717	10	March 27, 2008	March 28, 2018
46.		Indonesia	IDM000223725	30	March 28, 2008	March 27, 2018
47.		Indonesia	IDM000223726	32	March 28, 2008	March 27, 2018

(iv) As of the Latest Practicable Date, Beijing Outsell has applied for the registration of the following trademarks in the PRC:

No.	Trademark	Application no.	Class	Application date
1.		4774118	10	July 12, 2005
2.	BESELL	6211990	3	August 9, 2007
3.	BESELL	6212000	29	August 9, 2007
4.	BESELL	6212004	31	August 9, 2007
5.	碧生源常润	6262952	5	September 6, 2007
6.		7540105	3	July 13, 2009
7.		7540116	3	July 13, 2009
8.		7540135	5	July 13, 2009
9.		7540309	5	July 13, 2009
10.		7540313	30	July 13, 2009
11.		7540316	30	July 13, 2009
12.		7540320	32	July 13, 2009

No.	Trademark	Application no.	Class	Application date
13.		7540325	32	July 13, 2009
14.		7540329	35	July 13, 2009
15.		7540333	35	July 13, 2009
16.	ÓUTSEL	7543346	1	July 14, 2009
17.	ÓUTSEL	7543358	2	July 14, 2009
18.	ÓUTSEL	7543372	3	July 14, 2009
19.	ÓUTSEL	7543380	4	July 14, 2009
20.	ÓUTSEL	7543389	5	July 14, 2009
21.	ÓUTSEL	7543411	6	July 14, 2009
22.	ÓUTSEL	7543434	7	July 14, 2009
23.	ÓUTSEL	7543440	8	July 14, 2009
24.	ÓUTSEL	7543458	9	July 14, 2009
25.	ÓUTSEL	7543473	10	July 14, 2009

<u>No.</u>	<u>Trademark</u>	<u>Application no.</u>	<u>Class</u>	<u>Application date</u>
26.	ÓUTSEL	7545720	11	July 15, 2009
27.	ÓUTSEL	7545733	12	July 15, 2009
28.	ÓUTSEL	7545742	13	July 15, 2009
29.	ÓUTSEL	7545759	14	July 15, 2009
30.	ÓUTSEL	7545767	15	July 15, 2009
31.	ÓUTSEL	7545788	16	July 15, 2009
32.	ÓUTSEL	7545811	17	July 15, 2009
33.	ÓUTSEL	7545818	18	July 15, 2009
34.	ÓUTSEL	7545827	19	July 15, 2009
35.	ÓUTSEL	7545841	20	July 15, 2009
36.	ÓUTSEL	7548770	21	July 16, 2009
37.	ÓUTSEL	7548774	22	July 16, 2009
38.	ÓUTSEL	7548778	23	July 16, 2009
39.	ÓUTSEL	7548781	24	July 16, 2009

<u>No.</u>	<u>Trademark</u>	<u>Application no.</u>	<u>Class</u>	<u>Application date</u>
40.	ÓUTSEL	7548784	25	July 16, 2009
41.	ÓUTSEL	7548786	26	July 16, 2009
42.	ÓUTSEL	7548790	27	July 16, 2009
43.	ÓUTSEL	7548798	28	July 16, 2009
44.	ÓUTSEL	7548808	29	July 16, 2009
45.	ÓUTSEL	7548833	30	July 16, 2009
46.	ÓUTSEL	7551946	31	July 17, 2009
47.	ÓUTSEL	7551953	32	July 17, 2009
48.	ÓUTSEL	7551960	33	July 17, 2009
49.	ÓUTSEL	7551969	34	July 17, 2009
50.	ÓUTSEL	7551973	35	July 17, 2009
51.	ÓUTSEL	7551982	36	July 17, 2009
52.	ÓUTSEL	7551991	37	July 17, 2009
53.	ÓUTSEL	7551997	38	July 17, 2009

No.	Trademark	Application no.	Class	Application date
54.		7552005	39	July 17, 2009
55.		7552013	40	July 17, 2009
56.		7556478	41	July 20, 2009
57.		7556482	42	July 20, 2009
58.		7556483	43	July 20, 2009
59.		7556485	44	July 20, 2009
60.		7556493	45	July 20, 2009
61.		4162259	30	July 9, 2004
62.		4774096	32	July 12, 2005
63.		8242730	1	April 26, 2010
64.		8242736	2	April 26, 2010
65.		8242745	3	April 26, 2010
66.		8242759	4	April 26, 2010

No.	Trademark	Registration no.	Class	Application date
67.	碧生源	8242906	5	April 26, 2010
68.	碧生源	8242953	6	April 26, 2010
69.	碧生源	8243088	7	April 26, 2010
70.	碧生源	8243115	8	April 26, 2010
71.	碧生源	8243004	9	April 26, 2010
72.	碧生源	8251939	10	April 28, 2010
73.	碧生源	8255064	11	April 29, 2010
74.	碧生源	8255080	12	April 29, 2010
75.	碧生源	8255093	13	April 29, 2010
76.	碧生源	8255110	14	April 29, 2010
77.	碧生源	8255121	15	April 29, 2010
78.	碧生源	8255146	16	April 29, 2010

No.	Trademark	Registration no.	Class	Application date
79.	碧生源	8255164	17	April 29, 2010
80.	碧生源	8255177	18	April 29, 2010
81.	碧生源	8255215	19	April 29, 2010
82.	碧生源	8255243	20	April 29, 2010
83.	碧生源	8260025	21	April 30, 2010
84.	碧生源	8260055	22	April 30, 2010
85.	碧生源	8260098	23	April 30, 2010
86.	碧生源	8260166	24	April 30, 2010
87.	碧生源	8260198	25	April 30, 2010
88.	碧生源	8260212	26	April 30, 2010
89.	碧生源	8260235	27	April 30, 2010
90.	碧生源	8260278	28	April 30, 2010

No.	Trademark	Registration no.	Class	Application date
91.		8260313	29	April 30, 2010
92.		8260347	30	April 30, 2010
93.		8259348	31	April 30, 2010
94.		8259347	32	April 30, 2010
95.		8259346	33	April 30, 2010
96.		8259345	34	April 30, 2010
97.		8260621	35	April 30, 2010
98.		8260640	36	April 30, 2010
99.		8260664	37	April 30, 2010
100.		8260689	38	April 30, 2010
101.		8260706	39	April 30, 2010
102.		8260731	40	April 30, 2010

No.	Trademark	Registration no.	Class	Application date
103.		8260748	41	April 30, 2010
104.		8260772	42	April 30, 2010
105.		8259344	43	April 30, 2010
106.		8259343	44	April 30, 2010
107.		8259342	45	April 30, 2010
108.		8307720	1	May 18, 2010
109.		8307740	2	May 18, 2010
110.		8307763	3	May 18, 2010
111.		8307773	4	May 18, 2010
112.		8307790	5	May 18, 2010
113.		8312181	6	May 19, 2010
114.		8312201	7	May 19, 2010
115.		8312206	8	May 19, 2010
116.		8312220	9	May 19, 2010



<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
117.	Besunyen	8312223	10	May 19, 2010
118.	Besunyen	8312226	11	May 19, 2010
119.	Besunyen	8312238	12	May 19, 2010
120.	Besunyen	8312242	13	May 19, 2010
121.	Besunyen	8312247	14	May 19, 2010
122.	Besunyen	8312258	15	May 19, 2010
123.	Besunyen	8320473	16	May 19, 2010
124.	Besunyen	8320492	17	May 21, 2010
125.	Besunyen	8320501	18	May 21, 2010
126.	Besunyen	8320521	19	May 21, 2010
127.	Besunyen	8320532	20	May 21, 2010
128.	Besunyen	8326780	21	May 24, 2010
129.	Besunyen	8326785	22	May 24, 2010
130.	Besunyen	8326787	23	May 24, 2010
131.	Besunyen	8326790	24	May 24, 2010
132.	Besunyen	8326798	25	May 24, 2010

<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
133.	Besunyen	8326801	26	May 24, 2010
134.	Besunyen	8326806	27	May 24, 2010
135.	Besunyen	8326809	28	May 24, 2010
136.	Besunyen	8333904	29	May 26, 2010
137.	Besunyen	8333928	30	May 26, 2010
138.	Besunyen	8333943	31	May 26, 2010
139.	Besunyen	8333962	32	May 26, 2010
140.	Besunyen	8333984	33	May 26, 2010
141.	Besunyen	8334005	34	May 26, 2010
142.	Besunyen	8334021	35	May 26, 2010
143.	Besunyen	8334039	36	May 26, 2010
144.	Besunyen	8334141	37	May 26, 2010
145.	Besunyen	8337403	38	May 27, 2010
146.	Besunyen	8337422	39	May 27, 2010
147.	Besunyen	8337445	40	May 27, 2010
148.	Besunyen	8337457	41	May 27, 2010

No.	Trademark	Registration no.	Class	Application date
149.	Besunyen	8337495	42	May 27, 2010
150.	Besunyen	8337521	43	May 27, 2010
151.	Besunyen	8337549	44	May 27, 2010
152.	Besunyen	8337583	45	May 27, 2010
153.	碧生源	8311802	1	May 19, 2010
154.	碧生源	8311825	2	May 19, 2010
155.	碧生源	8315760	3	May 20, 2010
156.	碧生源	8315783	4	May 20, 2010
157.	碧生源	8315804	5	May 20, 2010
158.	碧生源	8315847	6	May 20, 2010
159.	碧生源	8320190	7	May 21, 2010
160.	碧生源	8320219	8	May 21, 2010
161.	碧生源	8320264	9	May 21, 2010
162.	碧生源	8326444	10	May 24, 2010
163.	碧生源	8326478	11	May 24, 2010





<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
164.	碧生源	8329943	12	May 25, 2010
165.	碧生源	8329993	13	May 25, 2010
166.	碧生源	8330030	14	May 25, 2010
167.	碧生源	8333367	15	May 26, 2010
168.	碧生源	8333399	16	May 26, 2010
169.	碧生源	8333421	17	May 26, 2010
170.	碧生源	8333445	18	May 26, 2010
171.	碧生源	8337947	19	May 27, 2010
172.	碧生源	8337980	20	May 27, 2010
173.	碧生源	8338018	21	May 27, 2010
174.	碧生源	8347607	22	May 31, 2010
175.	碧生源	8347659	23	May 31, 2010
176.	碧生源	8341638	24	May 28, 2010
177.	碧生源	8341704	25	May 28, 2010
178.	碧生源	8347734	26	May 31, 2010

No.	Trademark	Registration no.	Class	Application date
179.	碧生源	8347770	27	May 31, 2010
180.	碧生源	8341748	28	May 28, 2010
181.	碧生源	8342049	29	May 28, 2010
182.	碧生源	8347949	30	May 31, 2010
183.	碧生源	8347977	31	May 31, 2010
184.	碧生源	8347999	32	May 31, 2010
185.	碧生源	8351904	33	June 1, 2010
186.	碧生源	8351934	34	June 1, 2010
187.	碧生源	8351973	35	June 1, 2010
188.	碧生源	8351444	36	June 1, 2010
189.	碧生源	8351495	37	June 1, 2010
190.	碧生源	8351532	38	June 1, 2010
191.	碧生源	8354986	39	June 2, 2010
192.	碧生源	8355028	40	June 2, 2010
193.	碧生源	8355057	41	June 2, 2010

No.	Trademark	Registration no.	Class	Application date
194.	碧生源	8355363	42	June 2, 2010
195.	碧生源	8355382	43	June 2, 2010
196.	碧生源	8355408	44	June 2, 2010
197.	碧生源	8355436	45	June 2, 2010
198.		8311815	1	May 19, 2010
199.		8311831	2	May 19, 2010
200.		8315767	3	May 20, 2010
201.		8315796	4	May 20, 2010
202.		8315815	5	May 20, 2010
203.		8320143	6	May 21, 2010
204.		8320200	7	May 21, 2010
205.		8320224	8	May 21, 2010
206.		8326432	9	May 24, 2010














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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
207.		8326450	10	May 24, 2010
208.		8329906	11	May 25, 2010
209.		8329954	12	May 25, 2010
210.		8330010	13	May 25, 2010
211.		8330043	14	May 25, 2010
212.		8333379	15	May 26, 2010
213.		8333411	16	May 26, 2010
214.		8333432	17	May 26, 2010
215.		8337925	18	May 27, 2010
216.		8337962	19	May 27, 2010
217.		8337990	20	May 27, 2010
218.		8341598	21	May 28, 2010
219.		8347618	22	May 31, 2010














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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
220.		8347675	23	May 31, 2010
221.		8341677	24	May 28, 2010
222.		8341722	25	May 28, 2010
223.		8347747	26	May 31, 2010
224.		8347908	27	May 31, 2010
225.		8342021	28	May 28, 2010
226.		8342062	29	May 28, 2010
227.		8347958	30	May 31, 2010
228.		8347987	31	May 31, 2010
229.		8351889	32	June 1, 2010
230.		8351917	33	June 1, 2010
231.		8351952	34	June 1, 2010
232.		8351985	35	June 1, 2010













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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
233.		8351463	36	June 1, 2010
234.		8351507	37	June 1, 2010
235.		8351547	38	June 1, 2010
236.		8354993	39	June 2, 2010
237.		8355039	40	June 2, 2010
238.		8355076	41	June 2, 2010
239.		8355368	42	June 2, 2010
240.		8355395	43	June 2, 2010
241.		8355421	44	June 2, 2010
242.		8358989	45	June 3, 2010
243.		8311805	1	May 19, 2010
244.		8311827	2	May 19, 2010
245.		8315764	3	May 20, 2010












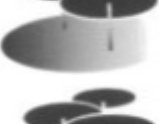

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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
246.		8315787	4	May 20, 2010
247.		8315810	5	May 20, 2010
248.		8320140	6	May 21, 2010
249.		8320194	7	May 21, 2010
250.		8320221	8	May 21, 2010
251.		8320272	9	May 21, 2010
252.		8326447	10	May 24, 2010
253.		8326484	11	May 24, 2010
254.		8329949	12	May 25, 2010
255.		8329999	13	May 25, 2010
256.		8330036	14	May 25, 2010
257.		8333373	15	May 26, 2010












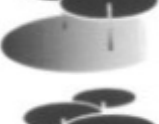

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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
258.		8333403	16	May 26, 2010
259.		8333427	17	May 26, 2010
260.		8337917	18	May 27, 2010
261.		8337955	19	May 27, 2010
262.		8337986	20	May 27, 2010
263.		8338025	21	May 27, 2010
264.		8347614	22	May 31, 2010
265.		8347667	23	May 31, 2010
266.		8341658	24	May 28, 2010
267.		8341715	25	May 28, 2010
268.		8347743	26	May 31, 2010
269.		8347901	27	May 31, 2010
270.		8341755	28	May 28, 2010

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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
271.		8342054	29	May 28, 2010
272.		8347957	30	May 31, 2010
273.		8347981	31	May 31, 2010
274.		8348005	32	May 31, 2010
275.		8351910	33	June 1, 2010
276.		8351945	34	June 1, 2010
277.		8351978	35	June 1, 2010
278.		8351455	36	June 1, 2010
279.		8351501	37	June 1, 2010
280.		8351541	38	June 1, 2010
281.		8354990	39	June 2, 2010
282.		8355035	40	June 2, 2010
283.		8355069	41	June 2, 2010

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<u>No.</u>	<u>Trademark</u>	<u>Registration no.</u>	<u>Class</u>	<u>Application date</u>
284.		8355364	42	June 2, 2010
285.		8355385	43	June 2, 2010
286.		8355412	44	June 2, 2010
287.		8358984	45	June 3, 2010

(vi) As of the Latest Practicable Date, Beijing Outsell has applied for the registration of the following trademarks in other jurisdictions:

No.	Trademark	Place of Registration	Class	Application Date
1.		India	3	April 11, 2008
2.		India	5	April 11, 2008
3.		India	10	April 11, 2008
4.		India	30	April 11, 2008
5.		Malaysia	5	May 9, 2008
6.	Besunyen	United States	5	August 10, 2010
7.	Besunyen	United States	30	August 10, 2010
8.	Besunyen	United States	32	August 10, 2010
9.	Besunyen	United States	40	August 10, 2010
10.	Besunyen	United States	43	August 10, 2010
11.	Besunyen	United States	5	August 5, 2010
12.	Besunyen	Germany	30	August 5, 2010
13.	Besunyen	Germany	32	August 5, 2010
14.	Besunyen	Germany	40	August 5, 2010
15.	Besunyen	Germany	43	August 5, 2010
16.	Besunyen	Hong Kong	5	June 30, 2010
17.	Besunyen	Hong Kong	30	June 30, 2010
18.	Besunyen	Hong Kong	32	June 30, 2010
19.	Besunyen	Hong Kong	40	June 30, 2010
20.	Besunyen	Hong Kong	43	June 30, 2010
21.	Besunyen	Taiwan	5	July 19, 2010

No.	Trademark	Place of Registration	Class	Application Date
22.	Besunyen	Taiwan	30	July 19, 2010
23.	Besunyen	Taiwan	32	July 19, 2010
24.	Besunyen	Taiwan	40	July 19, 2010
25.	Besunyen	Taiwan	43	July 19, 2010

B. Domain Names

As of the Latest Practicable Date, we have registered the following domain names:

No.	Domain name	Registered Owner	Expiry Date
1.	澳特舒尔.cn	Beijing Outsell	March 2, 2017
2.	澳特舒尔.com	Beijing Outsell	March 8, 2017
3.	澳特舒尔.net	Beijing Outsell	March 8, 2017
4.	澳特舒尔.公司	Beijing Outsell	March 2, 2017
5.	澳特舒尔.网络	Beijing Outsell	March 2, 2017
6.	澳特舒尔.中国	Beijing Outsell	March 2, 2017
7.	碧生源.cc	Beijing Outsell	November 24, 2018
8.	常润茶.中国	Beijing Outsell	October 17, 2018
9.	常润茶.cn	Beijing Outsell	October 17, 2018
10.	常润茶.cc	Beijing Outsell	October 17, 2018
11.	常润茶.网络	Beijing Outsell	October 17, 2018
12.	常润茶.公司	Beijing Outsell	October 17, 2018
13.	常润茶.net	Beijing Outsell	October 17, 2018
14.	常润茶.com	Beijing Outsell	October 17, 2018
15.	碧生源.中国	Beijing Outsell	November 25, 2018
16.	碧生源.cn	Beijing Outsell	November 25, 2018
17.	碧生源.网络	Beijing Outsell	May 15, 2018
18.	碧生源.公司	Beijing Outsell	May 15, 2018
19.	碧生源.net	Beijing Outsell	November 27, 2018

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No.	Domain name	Registered Owner	Expiry Date
20.	碧生源.com	Beijing Outsell	November 27, 2018
21.	outsell.mobi	Beijing Outsell	February 18, 2019
22.	bishengyuan.mobi	Beijing Outsell	February 18, 2019
23.	aoteshuer.mobi	Beijing Outsell	February 18, 2019
24.	vs-weishang.com.cn	Beijing Outsell	June 3, 2014
25.	ilovevs.cn	Beijing Outsell	June 3, 2014
26.	ilovevs.com	Beijing Outsell	June 3, 2014
27.	ilovevs.com.cn	Beijing Outsell	June 3, 2014
28.	lovevs.cn	Beijing Outsell	June 3, 2014
29.	lovevs.com.cn	Beijing Outsell	June 3, 2014
30.	lovevs.net	Beijing Outsell	June 3, 2014
31.	vslife.com.cn	Beijing Outsell	June 3, 2014
32.	vs-tea.cn	Beijing Outsell	June 3, 2014
33.	vstea.com	Beijing Outsell	June 3, 2014
34.	vs-tea.com	Beijing Outsell	June 3, 2014
35.	vstea.com.cn	Beijing Outsell	June 3, 2014
36.	vs-tea.com.cn	Beijing Outsell	June 3, 2014
37.	vstea.net	Beijing Outsell	June 3, 2014
38.	vsweishang.cn	Beijing Outsell	June 3, 2014
39.	vs-weishang.cn	Beijing Outsell	June 3, 2014
40.	vsweishang.com	Beijing Outsell	June 3, 2014
41.	vs-weishang.com	Beijing Outsell	June 3, 2014
42.	vsweishang.com.cn	Beijing Outsell	June 3, 2014
43.	besunyen.cn	Beijing Outsell	May 4, 2015
44.	besunyen.com	Beijing Outsell	May 4, 2015
45.	besunyen.com.cn	Beijing Outsell	May 4, 2015

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No.	Domain name	Registered Owner	Expiry Date
46.	besunyen.net	Beijing Outsell	May 4, 2015
47.	besunyen.hk	Beijing Outsell	May 14, 2015
48.	outsell.com.cn	Beijing Outsell	April 22, 2011
49.	VS唯尚.中国	Beijing Outsell	April 30, 2020
50.	raymon.com	Beijing Outsell	November 17, 2010
51.	唯尚.net	Beijing Outsell	April 29, 2020
52.	Vs唯尚.com	Beijing Outsell	April 29, 2020
53.	Vs唯尚.net	Beijing Outsell	April 29, 2020
54.	besunyen.com.hk	Beijing Outsell	June 2, 2015
55.	bishengyuan.com	Beijing Outsell	June 20, 2012

C. Patents

(i) As of the Latest Practicable Date, Beijing Outsell is the registered owner of the following patents:

<u>No.</u>	<u>Patent Name</u>	<u>Patent Number</u>	<u>Expiry Date</u>	<u>Application Date</u>	<u>Type</u>
1.	Therapeutic tea and preparations improving gastrointestinal function	ZL 200610083789.7	June 5, 2026	June 6, 2006	Invention
2.	A Ganoderma lucidum health food product and its preparations	ZL 200610083790.X	June 5, 2026	June 6, 2006	Invention
3.	a slimming tea and its preparations	ZL 200610083791.4	June 5, 2026	June 6, 2006	Invention
4.	Packaging box	ZL 200430076254.9	July 26, 2014	July 27, 2004	Design
5.	Packaging box	ZL 200430076259.1	July 26, 2014	July 27, 2004	Design
6.	Packaging box	ZL 200430076258.7	July 26, 2014	July 27, 2004	Design
7.	Packaging box (Rui De Meng Slimming Tea)	ZL 200630123801.3	July 12, 2016	July 13, 2006	Design
8.	Packaging box (排油元胶囊)	ZL 200630121199.X	July 12, 2016	July 13, 2006	Design
9.	Packaging box (Besunyen Detox Tea)	ZL 200630121198.5	July 12, 2016	July 13, 2006	Design
10.	Detox Tea (Besunyen)	ZL 200830124034.7	May 25, 2018	May 26, 2008	Design
11.	Packaging box (Besunyen Slimming Tea)	ZL 200830124035.1	May 25, 2018	May 26, 2008	Design
12.	A Chinese medicine for lowering blood pressures and its preparations	ZL 200410015120.5	January 9, 2024	January 9, 2004	Invention
13.	Beverage bottle	ZL 200830068005.3	September 26, 2018	September 27, 2008	Design

(ii) As of the Latest Practicable Date, Beijing Outsell has applied for the registration of the following patent:

<u>Patent Name</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Type</u>
Tea extracts and its preparations	ZL 200810202406.2	November 7, 2008	Invention

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Shareholding Interests of Directors

Immediately following completion of the Global Offering (assuming that (i) the Over-allotment Option is not exercised and (ii) all of the Series A Preferred Shares have been converted into the Shares of the Company), the interests and short positions of our Directors and chief executive of our Company in the equity or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) once the Shares are listed, or which will be required, pursuant to section 347 of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to us and the Hong Kong Stock Exchange or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein once the Shares are listed, are as follows:

Name of Director / Chief Executive	Nature of interest	Number and class of securities*	Number and class of securities subject to options granted under the Pre-IPO Share Option Scheme ⁽⁹⁾	Approximate percentage of interest in our Company immediately after completion of the Global Offering ⁽¹⁰⁾
Zhao Yihong	Beneficial owner, interest of spouse and interest of a controlled corporation ⁽¹⁾⁽³⁾	1,094,220,600 Shares ^{(1)(L)}	36,000,000 Shares ^{(1)(L)}	65.09%
Gao Yan	Beneficial owner and interest of spouse ⁽²⁾⁽³⁾	1,094,220,600 Shares ^{(2)(L)}	36,000,000 Shares ^{(2)(L)}	65.09%
Zhuo Fumin	Beneficial owner	—	400,000 Shares ^{(4)(L)}	—
Wang Bing	Beneficial owner	—	400,000 Shares ^{(5)(L)}	—
Huang Jingsheng	Beneficial owner	—	500,000 Shares ^{(6)(L)}	—
Wong Lap Tat Arthur . . .	Beneficial owner	—	500,000 Shares ^{(7)(L)}	—
Xin Katherine Rong	Beneficial owner	—	500,000 Shares ^{(8)(L)}	—

⁽¹⁾ Mr. Zhao Yihong, our executive Director, beneficially owns 24,000,000 Shares pursuant to the grant of an option for 24,000,000 Shares under the Pre-IPO Share Option Scheme. Mr. Zhao is also deemed or taken to be interested in the following Shares for the purposes of the SFO:

- (i) 1,094,220,600 Shares which are beneficially owned by Foreshore Holding Group Limited, a company which is controlled by Mr. Zhao; and
- (ii) 12,000,000 Shares which are beneficially owned by Ms Gao Yan, Mr. Zhao's spouse, pursuant to the grant of an option for 12,000,000 Shares under the Pre-IPO Share Option Scheme.

- (2) Ms. Gao Yan, our executive Director, beneficially owns 12,000,000 Shares pursuant to the grant of an option for 12,000,000 Shares under the Pre-IPO Share Option Scheme. Ms. Gao is also deemed or taken to be interested in the following Shares for the purposes of the SFO:
- (i) 1,094,220,600 Shares which are deemed to be beneficially owned by Mr. Zhao Yihong, Ms. Gao's spouse, as controlling shareholder of Foreshore Holding Group Limited; and
 - (ii) 24,000,000 Shares which are beneficially owned by Mr. Zhao Yihong, Ms. Gao's spouse, pursuant to the grant of an option for 24,000,000 Shares under the Pre-IPO Share Option Scheme.
- (3) 84.15% of the issued share capital of Foreshore is directly owned by Sea Network Holdings Limited. The entire issued share capital of Sea Network Holdings Limited is held by KCS Trust Limited, in its capacity as the trustee of a family trust established by Mr. Zhao Yihong as the settlor for the benefit of himself and his family members.
- (4) Mr. Zhuo Fumin has been granted an option for 400,000 Shares under the Pre-IPO Share Option Scheme.
- (5) Mr. Wang Bing has been granted an option for 400,000 Shares under the Pre-IPO Share Option Scheme.
- (6) Mr. Huang Jingsheng has been granted an option for 500,000 Shares under the Pre-IPO Share Option Scheme.
- (7) Mr. Wong Lap Tat Arthur has been granted an option for 500,000 Shares under the Pre-IPO Share Option Scheme.
- (8) Ms. Xin Katherine Rong has been granted an option for 500,000 Shares under the Pre-IPO Share Option Scheme.
- (9) The share information reflects the Share Subdivision and the Share Option Cancellation.
- (10) As required by the SFO, the relevant percentages are calculated by reference only to the Shares in issue immediately following the completion of the Global Offering and on the assumption that no Shares are allotted and issued pursuant to the exercise of the Over-allotment Option and options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme. Consequently, this is based on 1,681,091,320 Shares, being the number of Shares in issue on the Listing Date assuming that the Offer Shares have been allotted and issued.

* The letter "L" denotes the person's long position in such securities.

2. Service contracts

None of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation other than the statutory compensation).

3. Directors' remuneration

The aggregate amount of remuneration (including fees, salaries, housing allowances and other allowances and benefits in kind and discretionary bonuses which were paid to our Directors for the years ended December 31, 2007, 2008 and 2009 and for the period ended June 30, 2010 were approximately RMB265,000, RMB437,000, RMB726,000 and RMB4,040,000, respectively.

It is estimated that remuneration and benefits in kind equivalent to approximately RMB 13,856,000 in aggregate will be paid and granted to our Directors by us in 2010 under arrangements in force at the date of this prospectus.

4. Substantial shareholders

So far as is known to the Directors, immediately following the Global Offering and assuming the Over-allotment Option is not exercised, the beneficial interests of Shareholders having an interest of 10% or more of our issued share capital or the share capital of any member of our Company which will have to be notified to us and the Hong Kong Stock Exchange pursuant to the SFO once the Shares are listed on the Hong Kong Stock Exchange are as follows:

<u>Substantial Shareholders</u>	<u>Number and class of securities*</u>	<u>Number and class of securities subject to options granted under the Pre-IPO Share Option Scheme⁽⁴⁾</u>	<u>Approximate percentage of interest in our Company immediately after completion of the Global Offering⁽⁵⁾</u>
Foreshore Holding Group Limited ⁽³⁾ . . .	1,094,220,600 Shares ^(L)	—	65.09%
Zhao Yihong	1,094,220,600 Shares ^{(1)(L)}	36,000,000 Shares ^{(1)(L)}	65.09%
Gao Yan	1,094,220,600 Shares ^{(2)(L)}	36,000,000 Shares ^{(2)(L)}	65.09%

⁽¹⁾ Mr. Zhao Yihong, our executive Director, beneficially owns 24,000,000 Shares pursuant to the grant of an option for 24,000,000 Shares under the Pre-IPO Share Option Scheme. Mr. Zhao is also deemed or taken to be interested in the following Shares for the purposes of the SFO:

- (i) 1,094,220,600 Shares which are beneficially owned by Foreshore Holding Group Limited, a company which is controlled by Mr. Zhao; and
- (ii) 12,000,000 Shares which are beneficially owned by Ms. Gao Yan, Mr. Zhao's spouse, pursuant to the grant of an option for 12,000,000 Shares under the Pre-IPO Share Option Scheme.

⁽²⁾ Ms. Gao Yan, our executive Director, beneficially owns 12,000,000 Shares pursuant to the grant of an option for 12,000,000 Shares under the Pre-IPO Share Option Scheme. Ms. Gao is also deemed or taken to be interested in the following Shares for the purposes of the SFO:

- (i) 1,094,220,600 Shares which are deemed to be beneficially owned by Mr. Zhao Yihong, Ms. Gao's spouse, as controlling shareholder of Foreshore Holding Group Limited; and
- (ii) 24,000,000 Shares which are beneficially owned by Mr. Zhao Yihong, Ms. Gao's spouse, pursuant to the grant of an option for 24,000,000 Shares under the Pre-IPO Share Option Scheme.

⁽³⁾ 84.15% of the issued share capital of Foreshore is directly owned by Sea Network Holdings Limited. The entire issued share capital of Sea Network Holdings Limited is held by KCS Trust Limited, in its capacity as the trustee of a family trust established by Mr. Zhao Yihong as the settlor for the benefit of himself and his family members.

⁽⁴⁾ The share information reflects the Share Subdivision and the Share Option Cancellation.

⁽⁵⁾ As required by the SFO, the relevant percentages are calculated by reference only to the Shares in issue immediately following the completion of the Global Offering and on the assumption that no Shares are allotted and issued pursuant to the exercise of the Over-allotment Option and options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme. Consequently, this is based on 1,681,091,320 Shares, being the number of Shares in issue on the Listing Date assuming that the Offer Shares have been allotted and issued.

* The letter "L" denotes the person's long position in such securities.

5. Fees or commissions received

None of the Directors or any of the persons whose names are listed in the paragraph headed “Consents” in this Appendix VI had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group from our Group within the two years preceding the date of this prospectus.

6. Disclaimers

Save as disclosed in this prospectus:

- (a) none of our Directors or chief executive has for the purpose of section 28 of the SFO, nor is any of them taken to or deemed to have under section 31 of, or Part 1 of the Schedule to, the SFO, any interest in the securities of our company or any of our associated corporations (within the meaning of the SFO) or any interest which will have to be entered in the register to be kept by us pursuant to section 29 of the SFO or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to us and the Hong Kong Stock Exchange once such securities are listed on the Hong Kong Stock Exchange;
- (b) none of the Director nor any of the persons whose names are listed in the paragraph headed “Consents of Experts” under the section headed “Other Information” in this Appendix VI is interested in our promotion, or in any assets which have within the two years immediately preceding the issue of this prospectus been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of the Directors nor any of the persons whose names are listed in the paragraph headed “Consents of Experts” under the section headed “Other Information” in this Appendix VI is materially interested in any contract or arrangement subsisting at the date of this prospectus which is unusual in its nature or conditions or which is significant in relation to the business of our Group;
- (d) none of the persons whose names are listed in the paragraph headed “Consents of Experts” under the section headed “Other Information” in this Appendix VI has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and
- (e) none of the Directors are interested in any business apart from any Group’s business, which competes or is likely to compete, directly or indirectly, with the business of our Group.

D. SHARE OPTION SCHEMES**1. Pre-IPO Share Option Scheme****Summary of Terms**

The purpose of the Pre-IPO Share Option Scheme is to provide the Company with a means of incentivizing and retaining our employees, to encourage our Directors, senior management and employees to work towards enhancing the value of the Company and promote the long-term growth of the Company. Save for the following terms, the principal terms of the Pre-IPO Share Option Scheme, approved by written resolutions of the Shareholders dated April 30, 2010, are substantially the same as the terms of the Share Option Scheme:

- (a) save for the options in respect of 4,000,000 Shares under the Pre-IPO Share Option Scheme which are held by Allen Chien Kun, the exercise price per Share under the Pre-IPO Share Option Scheme shall be approximately RMB1.23, or the Hong Kong Dollar equivalent, representing a discount of approximately 40.76% to the Offer Price of HK\$2.38 (being the lower end of the estimated Offer Price range) and a discount of approximately 54.81% to the Offer Price of HK\$3.12 (being the higher end of the estimated Offer Price range);
- (b) in relation to the options in respect of 4,000,000 Shares under the Pre-IPO Share Option Scheme which are held by Allen Chien Kun, the exercise price per Share shall be at the Offer Price;
- (c) each option granted under the Pre-IPO Share Option Scheme has a 10-year exercise period; and
- (d) each option granted under the Pre-IPO Share Option Scheme shall not be transferable or assignable and shall not in any way sell, transfer, charge, mortgage, encumber or otherwise dispose or create any interest (whether legal or beneficial) whatsoever in favor of any third-party over or in relation to any option or enter into any agreement so to do.

The share information contained in this section headed “Pre-IPO Share Option Scheme” reflects the Share Subdivision and the Share Option Cancellation. The reason for the Share Option Cancellation was to reserve adequate share options for attracting, retaining and motivating talented personnel in the future.

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the approval of the listing of and permission to deal in, our Shares, which may fall to be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme on the Hong Kong Stock Exchange.

Outstanding Options Granted

As of the date of this prospectus, options to subscribe for an aggregate of 118,830,000 Shares, representing (i) approximately 7.07% of the enlarged issued share capital of our Company immediately after completion of the Global Offering (without taking into account any Shares which may be allotted and issued upon the exercise of any options which have been granted under the Pre-IPO Share Option Scheme or which may be granted under the Share Option Scheme); and (ii) approximately 6.60% of the enlarged issued share capital of our Company immediately after the completion of the Global Offering and assuming that all options granted under the Pre-IPO Share Option Scheme are exercised at the same time (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme) have been conditionally granted to 93 grantees by our Company at a consideration of HK\$1.00 each under the Pre-IPO Share Option Scheme. Such amount is payable by each of the grantees under the Pre-IPO Share Option Scheme. All the options under the Pre-IPO Share Option Scheme were granted between May 6, 2010 and June 28, 2010, and no further options will be granted under the Pre-IPO Share Option Scheme prior to the Listing Date.

The options have been conditionally granted based on the performance of the grantees who have made important contributions to and are important to the long term growth and profitability of our Group. A total of 93 grantees including two executive Directors, two non-executive Directors, three independent non-executive Directors and six members of the senior management of our Group have been conditionally granted options under the Pre-IPO Share Option Scheme.

Particulars of the options granted under the pre-IPO Share Option Scheme are as follows:

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Directors:				
Zhao Yihong	706 Beijing Fragrant Hill No. 81 Yard Xiangshan Road Haidian District Beijing 100093 PRC	Chairman, Chief Executive Officer and Executive Director	24,000,000	1.43%
Gao Yan	706 Beijing Fragrant Hill No. 81 Yard Xiangshan Road Haidian District Beijing 100093 PRC	Executive Director	12,000,000	0.71%
Zhuo Fumin	Room 1301, Bldg. 3, No. 258 Puming Rd., Pudong District Shanghai, PRC	Non-executive Director	400,000	0.02%
Wang Bing	Yosemite A 3-1 4, Yuyang Road Houshayu Town Shunyi District Beijing 101302, PRC	Non-executive Director	400,000	0.02%
Huang Jingsheng	Room 1802, No. 2, Lane 188, Mingyue Road, Shanghai, PRC	Independent Non-executive Director	500,000	0.03%
Wong Lap Tat Arthur	1208 Dragon Bay Villa, Hou Sha Yu, Shunyi District, Beijing 101302 PRC	Independent Non-executive Director	500,000	0.03%
Xin Katherine Rong	Apartment 3719, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong	Independent Non-executive Director	500,000	0.03%
		Subtotal:	38,300,000	2.28%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Senior Management:				
Mou Wenjun	31C, Yu Jing Feng, Ya Ju Le Garden, Nancun County, Panyu District, Guangzhou	Vice President	17,000,000	1.01%
Lu Ku Yuch-yueh	Room No. 30-202, No. 9 Building, Lincui Li West, Lincui Road, Chaoyang District, Beijing	Vice President	2,000,000	0.12%
Liu Xiong	Room 2604, Building C, No. 555 Nanchang Road, Xinhui District, Shanghai	Vice President	2,000,000	0.12%
Cai Ya	Room 402, No. 454 Building Zhonghua Garden, No. 2388 Hongqiao Road, Shanghai	Vice President	3,800,000	0.23%
Allen Chien Kun	Room E, 5/F Tower 1 Caldecott Hill, No.2 Caldecott Road, Kowloon, Hong Kong	Chief Financial Officer	18,000,000	1.07%
Yu Hongjiang	Room 1702, No. 2 Building Taiyueyuan Garden, Haidian District, Beijing	Vice President	10,000,000	0.59%
		Subtotal:	52,800,000	3.14%
Au Lap Ming	Flat D, 39/F, Block 7, Bauhinia Garden, Tseung Kwan O, New Territories, Hong Kong	Company Secretary	100,000	0.01%
Zhu Zengrong	Apt. 3202, No. 4, 1st Alley, Zikawei Road, Luwan District, Shanghai	Vice General Manager	600,000	0.01%
Yang Ming	No. 302, Unit 3, Building 6, 2nd Block, Tianjiayuan Community, Doudian Town, Fangshan District, Beijing	Assistant	3,000,000	0.18%
Zhang Xiaoyan	No. 101, Unit 2, Building 22, No. 20 Kaitai Street, Qiaoxi District, Shijiazhuang	Assistant	1,000,000	0.06%
Ping Yaxin	Apt. 602, No. 58 Alley 258, Tiandeng Road, Xuhui District, Shanghai	Financial Controller	150,000	0.01%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Ding Xiaofeng	No. 24 Dingwan Group, Shuiyang Town, Xuanzhou District, Xuancheng, Anhui Province	Chief Supervisor	1,800,000	0.11%
Han Guangtao	No. 43 Daxing Street, Zhenbei Community, Anyang Town, Du'an Yao Autonomous County, Guangxi	Chief Supervisor	900,000	0.05%
Wang Yakai	Apt. 102, Unit 5, Building 2, No. 6 Tongyuanju Backstreet, Tianqiao District, Jinan	Chief Supervisor	600,000	0.02%
Luan Fuyan	Apt. 201, Building 6, Yanxiang Community, Yanjiao Development Zone Avenue, Sanhe, Hebei Province	Chief Supervisor	400,000	0.02%
Wei Weiqi	Apt. 202, No. 152 Guangfeng Third Village, Chong'an District, Wuxi, Jiangsu Province	Chief Supervisor	300,000	0.02%
Liu Junhui	No. 502, Building 10, No. 9 Yuquan East Road, Qindu District, Xianyang, Shaanxi Province	Manager	300,000	0.02%
Yuan Qingzheng	No. 301, Unit 3, Building 6, 2nd Block, Tianjiayuan Community, Doudian Town, Fangshan District, Beijing	Manager	360,000	0.02%
Li Rusheng	No. 13, 1st Line, Ganluyuan Zhongli, Chaoyang District, Beijing	Manager	360,000	0.02%
Tao Dong	Group 73, Xingshun Community, Caihong Street, Longsha District, Qiqihaer, Heilongjiang Province	Manager	200,000	0.01%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Yang Zhixia	Apt. 102, Unit 1, Building 4, No. 49 Yong'an Street, Pingyao County, Shanxi Province	Manager	100,000	0.01%
Zhao Yixing	Apt. 6, Gate 4, 3rd Fenyi Building, No. 110 Yuhua Road, Jiexiu, Shanxi Province	Manager	300,000	0.02%
Feng Lin	Apt. 1306, 6th Building, Taiyueyuan Community, Haidian District, Beijing	Manager	150,000	0.01%
Wang Xiaoqin	No. 71 Qinnian West Road, Chongchuan District, Nantong, Jiangsu Province	Manager	260,000	0.02%
Qiu Huizhu	Apt. 801, Building 10, Shanyunxuan, Metro South China, Nancun Town, Panyu District, Guangzhou	Manager	260,000	0.02%
Gao Mei	Apt. 502, Building 36, No. 94 Wangjiang East Road, Baohe District, Hefei, Anhui Province	Manager	200,000	0.01%
Yang Limin	No. 201, Unit 2, Building 4, Yard 114, Wutian Avenue, Liangxiang Town, Fangshan District, Beijing	Factory Director	300,000	0.02%
Liu Chongkai	Apt. 201, Unit 2, Building 6, 4th Block, Tianjiayuan Community, Doudian Town, Fangshan District, Beijing	Vice Factory Director	250,000	0.01%
Zhao Lianyi	No. 11, Gate 1, Building 5, No. 40 Mianshan South Street, Jiexiu, Shanxi Province	Vice Factory Director	120,000	0.01%
Zhao Hongxiao	No. 17, Ying'e Alley, Pingyao County, Shanxi Province	Vice Factory Director	100,000	0.01%
Feng Xue	No. 7-2-4-301 Jiefang East Street, Xingqing District, Yinchuan, Ningxia	Vice Factory Director	200,000	0.01%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Du Guoying	Group 7, Dalizhuang Village, Daqiao Town, Weishi County, Henan Province	Manager	630,000	0.04%
Zhou Hongmei	Apt. 1407, Unit D, Building 2, ECNU Teachers' Village, No. 55 W. Zhongshan Avenue, Tianhe District, Guangzhou	Manager	530,000	0.03%
He Chaobo	One ladder Apt. 402, Fuzeju Building 2, Fulijiyuan, Dashi Town, Panyu District, Guangzhou	Assistant	390,000	0.02%
Shi Pu	Apt. 301, Unit 1, Building 18-2, Beiyi Road, Yinzhou District, Tieling, Liaoning Province	Manager	300,000	0.02%
Wu Haihua	No. 6 Mengchong Street, Mengchong Village, Heshunlugang, Lishui Town, Nanhai District, Foshan, Guangdong Province	Manager	630,000	0.04%
Ren Jinglu	Apt. 6, No. 18 Suzhou Road, South District, Qindao, Shandong Province	Manager	300,000	0.02%
Tang Zhihong	Group 3, Dahukou Village, Anfu Town, Anxiang County, Hunan Province	Manager	560,000	0.03%
Li Hongjun	No. 203, Gate 1, Building 112, Nanyuan Community, Nanchang Road, Jianxi District, Luoyang, Henan Province	Manager	300,000	0.02%
Zhang Guojiu	No. 17 Nanshanlianleli New Village, Waihai Subdistrict Office, Jianghai District, Jiangmen, Guangdong Province	Manager	450,000	0.03%
Luo Rongjun	Group 2, Daheping Village, Shiyantou Town, Lingling District, Yongzhou, Hunan Province	Manager	280,000	0.02%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Chen Lingyan	No. 59 Xinbei Station, Kaifu District, Changsha	Manager	150,000	0.01%
Wu Xiang	Apt. 602, Building 10, Jinyuan Community, No. 32 Laodong East Road, Yuhua District, Changsha	Manager	280,000	0.02%
Hu Wei	No. 1, 3rd Floor, Unit 2, Building 116, No. 8 New Town, Baibuting Garden Road, Jiang'an District, Wuhan	Manager	690,000	0.04%
Qin Nanjiang	Group 9, Pingyuan Village, Zishi Town, Jiangling County, Hubei Province	Manager	200,000	0.01%
Gan Lin	Building 6, No. 421 Gandong Avenue, Linchuan District, Fuzhou, Jiangxi Province	Manager	200,000	0.01%
Li Ning	No. 8, 3rd Floor, Unit 2, Building 1, No. 360 Qingjiang East Road, Qingyang District, Chengdu	Manager	180,000	0.01%
He Jinping	Liancuowei Commodity Building, Guangshan Highway Roadside, Donghai Town, Lufeng, Guangdong Province	Assistant	160,000	0.01%
Zhang Kai	Group 2, Revitalization Committee, Laozhan Street, Dongchang District, Tonghua, Jilin Province	Manager	550,000	0.03%
Yuan Yi	No. 1801, 2nd Floor, No. 12 Xicui Road, Haidian District, Beijing	Manager	180,000	0.01%
Han Yumei	No. 305 & 307, Unit 3, Building 27, Hujialou xili, Chaoyang District, Beijing	Manager	150,000	0.01%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Sun Baoyan	Grade 2006's MBA Education Center, Central University of Finance and Economics, No. 39 Xueyuan West Road, Haidian District, Beijing	Vice Manager	200,000	0.01%
Li Wei	No. 6 Wenhua Gong Road, Shashi District, Jingzhou, Hubei Province	Manager	500,000	0.03%
Yin Xiyuan	Group 7, 1st Committee, Dongbei Street, Sanchahe Town, Fuyu County, Jilin Province	Manager	200,000	0.01%
Li Yuning	Apt. 1-3-2, No. 8, 2nd Ziqiang Street, Dadong District, Shenyang	Manager	220,000	0.01%
Fang Yexun	Hewan Group, Hekou Village, Jingangtai Town, Shangcheng County, Henan Province	Manager	180,000	0.01%
Wang Gang	Group 1, Donghe Village, Nuwashan Town, Pingli County, Shaanxi Province	Manager	200,000	0.01%
Wang Shuang	No. 34 Zhuchang Village, Gaoji Town, Dong'e County, Shandong Province	Manager	180,000	0.01%
Jiang Rui	No. 38 Dawan Group, Shamao Village, Chengling Town, Susong County, Anqing, Anhui Province	Manager	500,000	0.03%
Zhu Jianfeng	Apt. 604, No. 11 Tangdexiwu Street, Tianhe District, Guangzhou	Manager	560,000	0.03%
Jiang Shaojing	Apt. 501, Unit 1, Building 2, No. 30 Shengli Road, Jinchuan Town, Xingan County, Ji'an, Jiangxi Province	Assistant	460,000	0.03%

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Wang Ruiliang	Grassroots-Cadres Comfort House, South Street, Linxi Town, Linxi County, Chifeng, Inner Mongolia	Manager	180,000	0.01%
Chen Chuanmao	No. 30 Chencuozhaijie Road, Outing Neighborhood, Shantou, Guangdong Province	Manager	200,000	0.01%
Zou Tao	Apt. 198, No. 55 Zhanqian Road, Xihu District, Nanchang, Jiangxi Province	Manager	380,000	0.02%
Liu Wei	Neighborhood Group 3, Huaishuwan Town, Jinzhai County, Anhui Province	Manager	200,000	0.01%
Wang Limin	No. 132 Changsha Road, Huangpu District, Shanghai	Manager	350,000	0.02%
Cheng Wuzi	No. 7-18 Yiwang Village, Zhaopeng Town, Anlu, Hubei Province	Manager	160,000	0.01%
Wu Bin	No. 1 Huangshan Road, Yansi Town, Huizhou District, Huangshan, Anhui Province	Manager	200,000	0.01%
Wu Wenchen	Apt. 406, Yunshanyajing Building 1, No. 113 Changle North Road, Jin'an District, Fuzhou, Fujian Province	Manager	180,000	0.01%
Hong Yaowu	Apt. 3, Unit 1, Building 31, Kanglejiayuan, Jinming District, Kaifeng, Henan Province	Manager	180,000	0.01%
Xie Xuanxuan	No. 35 Laoyiyuan Main Alley, Donghai Town, Lufeng, Guangdong Province	Assistant	150,000	0.01%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Li Shiguo	No. 88 Shipmaster Dormitory Block, Dongguan Shipping Company, Lintou Town, Hanshan County, Chaohu, Anhui Province	Head of Department	150,000	0.01%
Xiang Rongjie	Apt. 601, No.5 Quncesan Alley, Zhuhai District, Guangzhou	Supervisor	150,000	0.01%
Ren Longbo	Group 4, Daliushu Village, Daliu Town, Yun County, Hubei Province	Manager	150,000	0.01%
Wang Guilin	No. 269, Group 5, Shihu Village, Bohu Town, Wangjiang County, Anhui Province	Manager	150,000	0.01%
Luo Jinyu	No. 8, Group 5, Xifu Village, Shizhuqiao Town, Shaodong County, Hunan Province	Manager	150,000	0.01%
Cai Yongchao	Group 3, Zhuwei Village, Zhuwei Village Committee, Jiaotang Town, Gaoyao, Guangdong Province	Manager	150,000	0.01%
Ye Chunman	Apt.9, No. 27 2nd Oukeng Road, Jiangcheng District, Yangjiang, Guangdong Province	Manager	150,000	0.01%
Liu Zongyun	Group 3, Zoumaling Village, Wanhe Town, Zengdu District, Suizhou, Hubei Province	Manager	330,000	0.01%
Zou Minliang	No. 900 Yan'an West Road, Changning District, Shanghai	Researcher	400,000	0.02%
Zhou Ling	No. 280 Ninghai East Road, Huangpu District, Shanghai	Researcher	400,000	0.02%
Zhu Yinyin	Apt. 703, No. 3 Alley 709, Laohumin Road, Xuhui District, Shanghai	Researcher	200,000	0.01%

<u>Name of grantee</u>	<u>Residential address</u>	<u>Position</u>	<u>Number of Shares subject to the option</u>	<u>% of issued share capital immediately after completion of the Global Offering⁽¹⁾</u>
Zhang Ying	Apt. 402, No. 30 Sub-alley 9, Alley 1324, Shuidian Road, Hongkou District, Shanghai	Researcher	150,000	0.01%
Zhao Tong	No. 502, 5th Floor, Fangzhuang, Fengtai District, Beijing	Manager	120,000	0.01%
Wan Zhaoyang	No. 14, Gate 4, No. 5, Deshengli West Street, Xicheng District, Beijing	Manager	80,000	0.01%
Liu Hai Liang	Building C, 27th Floor, No. 1046 Jiangning Road, Shanghai	Consultant	200,000	0.01%
		Total:	118,830,000	7.07%

⁽¹⁾ The relevant percentages are calculated by reference only to the Shares in issue immediately following the completion of the Global Offering and on the assumption that no Shares sold pursuant to the exercise of the Over-allotment Option and options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme. Consequently, this is based on 1,681,091,320 Shares, being the number of Shares in issue on the Listing Date assuming that the Offer Shares have been allotted and issued.

Out of the 118,830,000 Shares to be issued upon the exercise of all the options granted under the Pre-IPO Share Option Scheme, options representing 38,300,000 Shares were granted to seven Directors of the Company, options representing 52,800,000 Shares were granted to six senior management of the Company and options representing 27,730,000 Shares were granted to 79 other employees of the Group and one independent consultant. The 79 other employee and the one independent consultant grantees under the Pre-IPO Share Option Scheme do not include any connected person of the Company.

Assuming that all of the outstanding options granted under the Pre-IPO Share Option Scheme were exercised in full on the Listing Date, the shareholding interest of the public would be decreased from approximately 25.0% to approximately 23.3% of the total issued share capital of our Company immediately after completion of the Global Offering, assuming that the Over-allotment Option is not exercised.

The table below sets out a summary of the terms of options granted to different categories of grantees under the Pre-IPO Share Option Scheme and the relevant offer letters in respect of the grant of options:

Grantees	Number of Options	Exercise Price	Exercise Period
Directors	38,300,000	RMB1.23, or the Hong Kong Dollar equivalent	<p>The options are exercisable in the following manner:</p> <p>(a) up to 25% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the first anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(b) up to 50% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the second anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(c) up to 75% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the third anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period; and</p> <p>(d) up to 100% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the fourth anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period.</p>
Senior management (other than Allen Chien Kun)	34,800,000	RMB1.23, or the Hong Kong Dollar equivalent	<p>The options are exercisable in the following manner:</p> <p>(a) up to 25% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the first anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(b) up to 50% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the second anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(c) up to 75% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the third anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period; and</p> <p>(d) up to 100% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the fourth anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period.</p>

<u>Grantees</u>	<u>Number of Options</u>	<u>Exercise Price</u>	<u>Exercise Period</u>
Allen Chien Kun	14,000,000	RMB1.23, or the Hong Kong Dollar equivalent	<p>The options are exercisable in the following manner:</p> <p>(a) up to 30% of the Shares that are subject to the option so granted to him (rounded down to the nearest whole number) at any time during the period commencing from May 6, 2011 and ending on the expiry of the exercise period;</p> <p>(b) up to 60% of the Shares that are subject to the option so granted to him (rounded down to the nearest whole number) at any time during the period commencing from May 6, 2012 and ending on the expiry of the exercise period; and</p> <p>(c) up to 100% of the Shares that are subject to the option so granted to him (rounded down to the nearest whole number) at any time during the period commencing from May 6, 2013 and ending on the expiry of the exercise period.</p>
	4,000,000	Offer Price	<p>The options are exercisable in the following manner:</p> <p>(a) up to 25% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the first anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(b) up to 50% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the second anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(c) up to 75% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the third anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period; and</p> <p>(d) up to 100% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the fourth anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period.</p>

Grantees	Number of Options	Exercise Price	Exercise Period
Other employees and a independent consultant	27,730,000	RMB1.23, or the Hong Kong Dollar equivalent	<p>The options are exercisable in the following manner:</p> <p>(a) up to 25% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the first anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(b) up to 50% of the Shares that are subject to the option so granted to him/ her (rounded down to the nearest whole number) at any time during the period commencing from the second anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period;</p> <p>(c) up to 75% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the third anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period; and</p> <p>(d) up to 100% of the Shares that are subject to the option so granted to him/her at any time during the period commencing from the fourth anniversary of the date upon which such option starts to vest and ending on the expiry of the exercise period.</p>

The Directors will not exercise any options if as a result of which our Company will not be able to comply with the public float requirements of the Listing Rules.

The number of options granted to each grantee under the Pre-IPO Share Option Scheme was determined by the Board at the time of grant based upon a number of factors including the length of service and performance of the grantees, the requirement that our Shares be listed on a recognized stock exchange before the options could be exercised and an estimate of the likely period before which any such listing would occur. In particular, the terms of the options granted to Allen Chien Kun under the Pre-IPO Share Option Scheme were determined based on Allen Chien Kun's position in the Company, his background and expertise, his expected contribution to the Group's future business development and operations, and served as an incentive for Allen Chien Kun to join our Group.

Assuming that all the options granted under the Pre-IPO Share Option Scheme had been exercised in full during the year ending December 31, 2010 and that 1,799,921,320 Shares, comprising 1,681,091,320 Shares to be in issue immediately after the Global Offering and 118,830,000 Shares to be issued upon the exercise of all the options granted under the Pre-IPO Share Option Scheme, were deemed to have been in issue throughout the year ending December 31, 2010, but not taking into account any Shares which may be allotted and issued upon the exercise any option which may be granted under the Share Option Scheme, this will have a dilutive effect of approximately 6.6% on earnings per Share before loss on increase in fair value of the Series A Preferred Shares from approximately HK\$0.12 to approximately HK\$0.11. As at the Latest Practicable Date, none of the options granted under the Pre-IPO Share Option Scheme have been exercised by the grantees. However, as the options are exercisable by each grantee in tranches over a ten year exercise period, any such dilution and impact on earnings per Share will be staggered over several years. As of the Latest Practicable Date, none of the options granted under the Pre-IPO Share Option Scheme has been exercised by the grantees. No further options will be granted under the Pre-IPO Share Option Scheme after the Listing Date.

2. Share Option Scheme

Summary of principal terms of the Share Option Scheme

The following is a summary of the principal terms of the Share Option Scheme conditionally approved and adopted pursuant to written resolutions passed by our Shareholders on September 8, 2010. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules.

1. Purpose

The purpose of the Share Option Scheme is to provide an incentive to motivate, attract and retain and Eligible Participants (as defined in paragraph 2 below), and to encourage Eligible Participants to optimize their performance efficiency, enhance the value of the Company and promote the long-term growth of the Company. This Scheme will provide the Eligible Participants to have a personal stake in the Company to achieve its intended purpose.

2. Eligible Participants

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph 5 below to:

- (a) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (b) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries;
- (c) any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries; and
- (d) such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group, the assessment criteria of which are:
 - (i) contribution to the development and performance of the Group;
 - (ii) quality of work performed for the Group;
 - (iii) initiative and commitment in performing his/her duties; and
 - (iv) length of service or contribution to the Group.

3. Acceptance of an offer of Options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance in favor of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Hong Kong Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

Subject to paragraphs 12, 13, 14, 15 and 16 below, an Option shall be exercised in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Hong Kong Stock Exchange for the time being, by the grantee by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the Exercise Price for the Shares in respect of which the notice is given. Within 21 days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate by the auditors to the Company or the approved independent financial adviser as the case may be pursuant to paragraph 17, the Company shall allot and issue the relevant number of Shares to the grantee credited as fully paid and issue to the Grantee certificates in respect of the Shares so allotted.

The exercise of any Option shall be subject to the shareholders of the Company in general meeting approving any necessary increase in the authorized share capital of the Company.

4. *Maximum number of Shares*

The maximum number of Shares in respect of which options may be granted (including Shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue on the Listing Date, being 168,109,132 Shares (the "Scheme Limit"), excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company). Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (a) renew this limit at any time to 10% of the Shares in issue (the "New Scheme Limit") as of the date of the approval by the Shareholders in general meeting; and/or
- (b) grant options beyond the Scheme Limit to Eligible Participants specifically identified by the Board. The circular issued by the Company to the Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time (the "Maximum Limit"). No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the Maximum Limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of the Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with paragraph 17 below whether by way of capitalization issue, rights issue, open offer (if there is a price-dilutive element), consolidation, sub-division of shares or reduction of the share capital of the Company but in no event shall exceed the limit prescribed in this paragraph.

5. *Maximum number of options to any one individual*

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised,

outstanding options and Shares which were the subject of options which have been granted and accepted under the Share Option Scheme or any other scheme of the Company but subsequently cancelled (the “Cancelled Shares”) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as of the date of grant. Any further grant of Options in excess of this 1% limit shall be subject to:

- (a) the issue of a circular by the Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant) the information as required under Rules 17.02(2)(d) and the disclaimer required under 17.02(4) of the Listing Rules; and
- (b) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his associates (as defined in the Listing Rules) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before the Shareholders’ approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such Eligible Participant an offer document in such form as the Board may from time to time determine (or, alternatively, documents accompanying the offer document which state), among others:
 - (i) the Eligible Participant’s name, address and occupation;
 - (ii) the date on which an Option is offered to an Eligible Participant which must be a date on which the Hong Kong Stock Exchange is open for the business of dealing in securities;
 - (iii) the date upon which an offer for an Option must be accepted;
 - (iv) the date upon which an Option is deemed to be granted and accepted in accordance with paragraph 3;
 - (v) the number of Shares in respect of which the Option is offered;
 - (vi) the subscription price and the manner of payment of such price for the Shares on and in consequence of the exercise of the Option;
 - (vii) the date of the notice given by the grantee in respect of the exercise of the Option;
 - (viii) the method of acceptance of the Option which shall, unless the Board otherwise determines, be as set out in paragraph 3; and
 - (ix) such other terms and conditions (including, without limitation, any minimum period for which an Option must be held before it can be exercised and/or any performance targets which must be achieved before the Option can be exercised) relating to the offer of the Option which in the opinion of the Board are fair and reasonable but not being inconsistent with the Share Option Scheme and the Listing Rules.

6. Price of Shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (a) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Hong Kong Stock Exchange is open for the business of dealing in securities;
- (b) the average of the closing prices of the Shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (c) the nominal value of a Share.

7. Granting options to connected persons

Any grant of options to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options). If the Board proposes to grant options to a substantial shareholder or any independent non-executive Director or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options 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% of the Shares in issue; and
- (b) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the closing price of the Shares as stated in the daily quotation sheets of the Hong Kong Stock Exchange at the date of each grant,

such further grant of options will be subject to the approval of the independent non-executive Directors as referred to in this paragraph, the issue of a circular by the Company and the approval of the Shareholders in general meeting on a poll at which all connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favor, and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by the Company to the Shareholders pursuant to the above paragraph shall contain the following information:

- (a) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant which must be fixed before the shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;
- (b) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) to the independent Shareholders as to voting;

- (c) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (d) the information required under Rule 2.17 of the Listing Rules.

8. *Restrictions on the times of grant of Options*

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (such date to first be notified to the Hong Kong Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to publish an announcement of the results for any year, or half-year, or quarterly or other interim period (whether or not required under the Listing Rules),

and ending on the date of actual publication of the results announcement.

9. *Rights are personal to grantee*

An option is personal to the grantee. No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any third party over or in relation to any option or attempt so to do (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding options or any part thereof granted to such Grantee.

10. *Time of exercise of Option and duration of the Share Option Scheme*

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the Option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme by the sole shareholder of the Company (the "Adoption Date"). Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the Adoption Date.

11. *Performance target*

A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

12. *Rights on ceasing employment/death*

If the grantee of an option ceases to be an Eligible Participant:

- (a) by any reason other than death, ill-health, injury, disability or termination of his relationship with the Company and/or any of its subsidiaries on one of more of the grounds specified in paragraph (m) below, the grantee may exercise the option up to the entitlement of the grantee as of the date of

cessation (to the extent not already exercised) within a period of one month (or such longer period as the Board may determine) from such cessation which date shall be the last actual working day with the Company or the relevant subsidiary whether salary is paid in lieu of notice or not, failing which it will lapse (or such longer period as the Company may determine); or

- (b) by reason of death, ill-health, injury or disability (all evidenced to the satisfaction of the Board) and none of the events which would be a ground for termination of his relationship with the Company and/or any of its subsidiaries under paragraph 13 has occurred, the grantee or his personal representative(s) may exercise the option within a period of 12 months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Participant or death to exercise the Options in full (to the extent not already exercised).

13. *Rights on dismissal*

If the grantee of an Option ceases to be an Eligible Participant on the grounds that he has been guilty of serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offense involving his integrity or honesty, his Option will lapse and not be exercisable after the date of termination of his employment.

14. *Rights on takeover*

If a general offer is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Code)) and such offer becomes or is declared unconditional during the option period of the relevant option, the grantee of an option shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

15. *Rights on winding-up*

In the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of the Company referred to above by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid.

16. *Rights on compromise or arrangement between the Company and its members or creditors*

If a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of the Company or its amalgamation with any other companies pursuant to the laws of jurisdictions in which the Company was incorporated, the Company shall give notice to all the grantees of the options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a scheme or arrangement and any grantee may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by the Company no later than two business days prior to the proposed meeting), exercise the option to its full extent or to the extent specified in the notice and the Company shall as soon as possible and in any event no later than the business day immediately prior to

the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise of the option credited as fully paid and register the grantee as holder thereof.

With effect from the date of such meeting, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

17. *Ranking of Shares*

The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully-paid Shares in issue on the date of exercise, save that they will not rank for any dividend or other distribution declared or recommended or resolved to be paid or made by reference to a record date falling on or before the date of exercise.

18. *Effect of alterations to capital*

In the event of any alteration in the capital structure of the Company whilst any option may become or remains exercisable, whether by way of capitalization issue, rights issue, open offer (if there is a price-dilutive element), consolidation, subdivision or reduction of share capital of the Company, such corresponding alterations (if any) shall be made in the number of Shares subject to any outstanding options and/or the subscription price per Share of each outstanding option and/or the Scheme Limit, the New Scheme Limit and the Maximum Limit as the auditors of the Company or an independent financial adviser shall certify in writing to the Board to be in their/his opinion fair and reasonable in compliance with Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Hong Kong Stock Exchange dated September 5, 2005 to all issues relating to share option schemes. The capacity of the auditors of the Company or the approved independent financial adviser, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in the absence of manifest error, be final and conclusive and binding on the Company and the grantees.

Any such alterations will be made on the basis that a grantee shall have the same proportion of the equity capital of the Company (as interpreted in accordance with the supplementary guidance attached to the letter from the Hong Kong Stock Exchange dated September 5, 2005 to all issues relating to share option schemes) for which any grantee of an option is entitled to subscribe pursuant to the options held by him before such alteration provided that no such alteration shall be made if the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

19. *Expiry of option*

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the date of expiry of the option as may be determined by the Board;
- (b) the expiry of any of the periods referred to in paragraphs 12, 13, 14 or 15;

- (c) the date on which the scheme of arrangement of the Company referred to in paragraph 16 becomes effective;
- (d) subject to paragraph 15, the date of commencement of the winding-up of the Company;
- (e) the date on which the grantee ceases to be an Eligible Participant by reason of such grantee's resignation from the employment of the Company or any of its subsidiaries or the termination of his or her employment or contract on the grounds that he or she has been guilty of serious misconduct, or has committed any act of bankruptcy or is unable to pay his or her debts or has become insolvent or has made any arrangement or has compromised with his or her creditors generally, or has been convicted of any criminal offense involving his or her integrity or honesty or has been in breach of contract. A resolution of the Board to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or
- (f) the date on which the Board shall exercise the Company's right to cancel the option at any time after the grantee commits a breach of paragraph 9 above or the options are cancelled in accordance with paragraph 21 below.

20. *Alteration of the Share Option Scheme*

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (b) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted, shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in general meeting.

21. *Cancellation of Options*

Any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing. For the avoidance of doubt, such approval is not required in the event any Option is cancelled pursuant to paragraph 9.

22. *Termination of the Share Option Scheme*

The Company may by resolution in general meeting or the Board at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

23. Administration of the Board

The Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

24. Conditions of the Share Option Scheme

The Share Option Scheme is conditional on:

- (a) the passing of the necessary resolutions of the Shareholders to approve and adopt this Share Option Scheme, and to authorize the Directors to grant Options to subscribe for Shares hereunder and to allot, issue and deal with the Shares pursuant to the exercise of any Options granted under the Share Option Scheme;
- (b) the Listing Committee of the Hong Kong Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme;
- (c) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional (including, if relevant, following the waiver(s) of any such condition(s)) and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise; and
- (d) the commencement of dealings in the Shares on the Hong Kong Stock Exchange.

If the conditions in paragraph (24) above are not satisfied within two calendar months from the Adoption Date:

- (a) the Share Option Scheme shall forthwith determine;
- (b) any option granted or agreed to be granted pursuant to the Share Option Scheme and any offer of such a grant shall be of no effect; and
- (c) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme or any option granted thereunder.

25. Disclosure in annual and interim reports

The Company will disclose details of the Share Option Scheme in its annual and interim reports including the number of options, date of grant, exercise price, exercise period and vesting period during the financial year/period in the annual/interim reports in accordance with the Listing Rules in force from time to time.

26. Shareholders' approval

For matters under the Share Option Scheme or any related matters which require the approval of the Shareholders or the independent non-executive Directors under the Listing Rules, such matters must be approved by the Shareholders or the independent non-executive Directors.

As of the Latest Practicable Date, no option had been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme, being 118,830,000 Shares in total.

Present status of the Share Option Scheme

The Share Option Scheme is conditional on:

- (a) the Listing Committee of the Hong Kong Stock Exchange granting the listing of, any permission to deal in, the Shares under the Share Option Scheme representing 10% of the issued share capital of our Company upon listing; and
- (b) the commencement of dealings in the Shares on the Hong Kong Stock Exchange.

If both of the above conditions are not satisfied on or before the date following six months after the date of adoption of the Share Option Scheme (or such later date as the Board may decide), the Share Option Scheme shall forthwith be cancelled and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme. As of the date of this prospectus, no option has been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Committee for the listing of, and permission to deal in, the 168,109,132 Shares under the Share Option Scheme representing 10% of the issued share capital of our Company upon listing.

E. OTHER INFORMATION

1. Estate Duty and Tax Indemnity

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Zhao Yihong, Gao Yan and Foreshore (collectively, the “**Indemnifiers**”) have entered into a deed of indemnity with and in favor of the Company (for itself and as trustee for each of its present subsidiaries) (being the contract referred to in the section headed “Summary of material contracts” in this Appendix) to provide indemnities on a joint and several basis against, among other things, any estate duty, death duty, inheritance tax, succession duty or any other similar tax or duty which is or becomes payable by the Company or any of its subsidiaries by the operation of any estate duty, death duty, inheritance tax, succession duty or any other similar legislation in Hong Kong or the PRC or any other relevant jurisdiction as a result or in consequence of any event or transaction occurring on or before the date which the Global Offering becomes unconditional (the “**Relevant Date**”).

The deed of indemnity also contain indemnities given jointly and severally by the Indemnifiers in respect of taxation resulting from income, profits or gains earned, accrued or received or deemed to have been earned, accrued or received on or before the Relevant Date which might be payable by any member of the Group. The Indemnifiers shall be under no liability under the deed of indemnity in respect of taxation:

- (a) to the extent that provisions has been made for such taxation in the audited accounts of any of the Group members for each of the three years ended December 31, 2007 and the six months ended June 30, 2010;
- (b) for which any of the Group members is liable as a result of any event occurring or income, profits earned, accrued or received or alleged to have been earned, accrued or received or transactions

entered into in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after the Relevant Date;

- (c) to the extent that such taxation or liability would not have arisen but for any act or omission by any of the Group members (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) voluntarily affected without the prior written consent or agreement of the Indemnifiers (such consent or agreement not to unnecessary withheld), otherwise than in the ordinary course of business after the Relevant Date or carried out, made or entered into pursuant to a legally binding commitment created after the Relevant Date;
- (d) to the extent that such taxation or liability is discharged by another person who is not the Company or any of the Group members and that the Company or such Group member is not required to reimburse such person in respect of the discharge of the taxation or liability; and
- (e) to the extent that such taxation claim arises or is incurred as a consequence of any retrospective change in the law or the interpretation or practice thereof by the Hong Kong Island Revenue Department or the tax authorities or any other authority in any part of the world coming into force after the Relevant Date or to the extent such taxation claim arises or is increased by an increase in the rates of Taxation after the Relevant Date with retrospective effect.

2. Litigation

As of the latest Practical Date, no member of the Group was involved in any material litigation, arbitration or administrative proceedings of material importance. So far as we are aware, no such litigation, arbitration or administrative proceedings are pending or threatened against us, that would have a material adverse effect on our results of operations or financial condition.

3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Hong Kong Stock Exchange for listing of, and permission to deal in the Shares. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

Credit Suisse (Hong Kong) Limited has declared pursuant to Rule 3A.08 of the Listing Rules that it is independent pursuant to Rule 3A.07 of the Listing Rules.

Morgan Stanley Asia Limited has declared pursuant to Rule 3A.08 of the Listing Rules that it is independent pursuant to Rule 3A.07 of the Listing Rules.

4. Preliminary expenses

Our estimated preliminary expenses are approximately HK\$37,900 and are payable by our Company.

5. Promoter

Our Company has no promoter for the purpose of the Listing Rules.

6. Qualifications of experts

The qualifications of the experts (as defined under the Listing Rules and the Hong Kong Companies Ordinance) who have given their opinions or advice in this prospectus are as follows:

Name	Qualifications
Credit Suisse (Hong Kong) Limited	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
Morgan Stanley Asia Limited	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) regulated activities under the SFO
Deloitte Touche Tohmatsu	Certified public accountants
Savills Valuation and Professional Services Limited	Property valuers
Maples and Calder	Cayman Islands legal advisors
Global Law Office	PRC legal advisors

7. Consents of Experts

Each of the Joint Sponsors, Deloitte Touche Tohmatsu as our independent auditors, Savills Valuation and Professional Services Limited as our property valuers, Maples and Calder as our legal advisors on Cayman Islands law and Global Law Office as our legal advisors on PRC law has given and has not withdrawn its respective written consents to the issue of this prospectus with the inclusion of their reports and/or letters and/or valuation certificates and/or the references to their names included herein in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

8. Binding effect

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

9. Compliance Advisor

We will appoint Shenyin Wanguo Capital (H.K.) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us on the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any estimate, or other information in this prospectus; and

- (d) where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.

10. Miscellaneous

- (a) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
- (i) no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or for a consideration other than cash;
 - (ii) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries; and
 - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in the Company or any of its subsidiaries;
- (b) Save as disclosed in this prospectus, there are no founder, management or deferred shares nor any debentures in the Company or any of its subsidiaries and no amount or benefit had been paid or given within the two immediately preceding years or is intended to be paid or given to any promoter;
- (c) The Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since June 30, 2010 (being the date to which the latest audited consolidated financial statements of the Group were made up);
- (d) There has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this prospectus;
- (e) The register of members of the Company will be maintained in Hong Kong by Computershare Hong Kong Investor Services Limited. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with any registered by the Company's share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS;
- (f) No company within the Group is presently listed on any stock exchange or traded on any trading system;
- (g) The Directors have been advised that, under the Companies Law, the use of a Chinese name pre-approved by the Registrar of Companies in the Cayman Islands by the Company in conjunction with its English name does not contravene the Companies Law; and

(h) The English text of this prospectus shall prevail over the Chinese text.

11. Particulars of the Selling Shareholder

The particulars of the Selling Shareholder are as follows:

Name : Foreshore Holding Group Limited
Description : Corporation
Address : Portcullis TrustNet (BVI) Limited, Portcullis TrustNet Chambers, P.O. Box 3444,
Road Town, Tortola, British Virgin Islands
Sale Shares : Up to 63,042,000 being offered pursuant to the Over-allotment Option

12. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by Section 4 of the Companies Ordinance (Exemption of Companies and Prospectus from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).