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

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

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

#### **UNDERWRITING**

This prospectus is published in connection with the Hong Kong Public Offering, which forms part of the Global Offering, which is sponsored by CIMB. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters subject to the terms and conditions of the Hong Kong Underwriting Agreement, including the agreement of the Offer Price between the Lead Manager (for itself and on behalf of the Underwriters) and our Company. The International Placing will be fully underwritten by the International Underwriters subject to the terms of the International Underwriting Agreement, including the agreement of the Offer Price between the Lead Manager (for itself and on behalf of the Underwriters) and our Company. Further details about the Underwriters and the Underwriting Agreements are contained in the section headed "Underwriting" in this prospectus.

#### DETERMINATION OF THE OFFER PRICE

The Offer Shares are being offered at the Offer Price which is expected to be determined by the Lead Manager (for itself and on behalf of the Underwriters) and our Company on or around Wednesday, 22 September 2010, or such later date as may be agreed between the Lead Manager (for itself and on behalf of the Underwriters) and our Company and, in any event, not later than Monday, 27 September 2010.

If the Lead Manager (for itself and on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price on or before Monday, 27 September 2010, the Global Offering will not become unconditional and will lapse.

## PROCEDURES FOR APPLICATION FOR THE HONG KONG OFFER SHARES

The application procedures for the Hong Kong Offer Shares are set out in the section headed "How to apply for the Hong Kong Offer Shares and Reserved Shares" in this prospectus and on the relevant Application Forms.

#### SELLING RESTRICTIONS

No action has been taken to permit any public offering of the Offer Shares or the distribution of this prospectus and/or the Application Forms in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation nor is it calculated to invite or solicit offers in any jurisdiction or in any circumstances in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering or sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom.

Each person acquiring the Offer Shares will be required to confirm, or by his acquisition of the Offer Shares be deemed to confirm, that he is aware of the restrictions on offers or sales of the Offer Shares described in this prospectus and that he is not acquiring, and has not been offered, any such shares in circumstance that contravenes any such restrictions.

Prospective applicants for Offer Shares should consult their financial advisers and take legal advice as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction.

#### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

Our Company has applied to the Listing Committee for the listing of, and permission to deal in, on the Main Board, our Shares in issue, Shares to be issued pursuant to the Global Offering and the Capitalisation Issue, and any Shares to be issued upon the exercise of any options granted or which may be granted under the Share Option Scheme.

Save as disclosed in this prospectus, no part of the Shares or loan capital of our Company is listed on or dealt in on the Main Board or on any other stock exchange. At present, no such listing or permission to deal on any other stock exchange is being or is proposed to be sought by our Company.

## HONG KONG BRANCH REGISTER AND STAMP DUTY

All Shares to be issued pursuant to the Global Offering will be registered in our Company's branch register of members to be maintained by Tricor Secretaries Limited in Hong Kong. The principal register of members of our Company will be maintained in Bermuda. Only Shares registered in the branch register of members maintained in Hong Kong may be traded on the Stock Exchange.

Dealings in Shares registered in the Hong Kong branch register of members will be subject to Hong Kong stamp duty.

#### PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to, the Offer Shares, you should consult an expert.

Our Company, our Directors, the Sponsor, the Bookrunner, the Lead Manager, the Underwriters, any of their respective directors, employees, agents or advisers or any other persons or parties involved

in the Global Offering do not accept responsibility for any tax effects on or liabilities resulting from,

the subscription for, purchase, holding, disposing of, dealing in, or the exercise of any rights in

relation to, the Offer Shares.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the approval for listing of, and permission to deal in, our Shares on

the Stock Exchange and our Company's compliance with the stock admission requirements of HKSCC,

our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date HKSCC chooses. Settlement of transactions

between participants of the Stock Exchange on any trading day is required to take place in CCASS

on the second business day thereafter. Investors should seek the advice of their stockbrokers or other

professional advisers on, the details of those settlement arrangements and how such arrangements

will affect their rights and interests.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational

Procedures in effect from time to time. All necessary arrangements have been made for our Shares

to be admitted into CCASS.

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its conditions, are set out in the section

headed "Structure and conditions of the Global Offering" in this prospectus.

**CURRENCY TRANSLATIONS** 

Unless otherwise specified, amounts denominated in US\$ and RMB have been translated, for

illustration purposes only, into Hong Kong dollars in this prospectus at the following rates:

HK\$7.755: US\$1

HK\$1.135: RMB1

No representation is made that any amounts in US\$, RMB or HK\$ can be or could have been

converted at the above rates or any other rates, or at all, at the relevant dates.

LANGUAGE

The English names of the PRC nationals, entities, departments, facilities, certificates, titles,

laws, regulations and the like are translations of their Chinese names and are included for identification

purposes only. If there is any inconsistency, the Chinese name prevails.

- 56 -

## **ROUNDING**

Certain amounts and percentage figures included in this prospectus are subject to rounding adjustments. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

## COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in our Shares on the Main Board are expected to commence at 9:30 a.m. on Tuesday, 5 October 2010. Shares will be traded in board lots of 4,000 Shares each.