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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### 1. CHANNELS OF APPLYING FOR THE HONG KONG OFFER SHARES

You may apply for Hong Kong Offer Shares by using one of the following channels:

- using a white or yellow Application Form; or
- submitting an electronic application to the White Form eIPO Service Provider under the White Form eIPO service through the designated website [www.eipo.com.hk](http://www.eipo.com.hk); or
- giving electronic application instructions to HKSCC to cause HKSCC Nominees to apply for the Hong Kong Offer Shares on your behalf.

Except where you are a nominee and provide the required information in your application, you or you and your joint applicant(s) may not make more than one application (whether individually or jointly) by applying on a white or yellow Application Form or by giving electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider.

### 2. WHO CAN APPLY FOR THE HONG KONG OFFER SHARES

You can apply for Hong Kong Offer Shares if you or any person(s) for whose benefit you are applying, are an individual, and:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the United States; and
- are not a legal or natural person of the PRC (except qualified domestic institutional investors).

If you wish to apply for Hong Kong Offer Shares online through the designated White Form eIPO website at [www.eipo.com.hk](http://www.eipo.com.hk), in addition to the above, you must also:

- have a valid Hong Kong identity card number; and
- be willing to provide a valid e-mail address and a contact telephone number.

You may only apply by means of the White Form eIPO service if you are an individual applicant. Corporations or joint applicants may not apply by means of White Form eIPO.

If the applicant is a firm, the application must be in the names of the individual members, not the firm's name. If the applicant is a body corporate, the Application Form must be signed by a duly authorized officer, which must state his or her representative capacity.

If the application is made by a person duly authorized under a valid power of attorney, the Joint Global Coordinators (or their agent or nominee) may accept it at its discretion, and subject to any conditions it thinks fit, including production of evidence of the authority of the attorney.

The number of joint applicants may not exceed four.

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We, the Joint Global Coordinators and the White Form eIPO Service Provider (where applicable) in their capacity as our agent, will have full discretion to reject or accept any application, in full or in part, without assigning any reason.

The Hong Kong Offer Shares are not available to existing beneficial owners of shares in our Company, our Directors, or chief executive or their respective associates or any other connected persons (as defined in the Listing Rules) of our Company or persons who will become our connected persons immediately upon completion of the Global Offering.

You may apply for Shares under the Hong Kong Public Offering or indicate an interest for Shares under the International Offering, but may not do both.

### 3. APPLYING BY USING A WHITE OR YELLOW APPLICATION FORM

#### (a) Which Application Form to use

- (i) Use a white Application Form if you want the Hong Kong Offer Shares to be issued in your own name.
- (ii) Use a yellow Application Form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account.

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*Note:*

The Hong Kong Offer Shares are not available to existing beneficial owners of Shares in the Company, Directors or chief executives of the Company or any of its subsidiaries, or associates of any of them (an "associate" is defined in the Listing Rules) or to legal or natural persons of the PRC (other than Hong Kong, Macau and Taiwan) or persons who do not have a Hong Kong address.

#### (b) Where to collect the Application Forms

- (i) You can collect a white Application Form and this prospectus during normal business hours from 9:00 a.m. on Friday, September 24, 2010 until 12:00 noon on Wednesday, September 29, 2010 from:

Any of the following addresses of the Hong Kong Underwriters:

**Deutsche Bank AG, Hong Kong Branch**

48/F, Cheung Kong Center  
2 Queen's Road Central  
Central  
Hong Kong

or

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**Goldman Sachs (Asia) L.L.C.**

68/F, Cheung Kong Center  
2 Queen's Road Central  
Central  
Hong Kong

or

**CMB International Capital Limited**

Units 1803-4, 18/F,  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

or any of the following branches or sub-branches of Bank of China (Hong Kong) Limited:

<b>Area</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island:</b>	Bank of China Tower Branch Central District	3/F, 1 Garden Road 71 Des Voeux Road Central
	(Wing On House) Branch	
	409 Hennessy Road Branch	409-415 Hennessy Road, Wan Chai
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
	King's Road Branch	131-133 King's Road, North Point
	Lee Chung Street Branch Kam Wa Street Branch	29-31 Lee Chung Street, Chai Wan 3 Kam Wa Street, Shau Kei Wan
<b>Kowloon:</b>	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
	Humphrey's Avenue Branch	4-4A Humphrey's Avenue, Tsim Sha Tsui
	Mong Kok Branch	589 Nathan Road, Mong Kok
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
Festival Walk Branch	Unit LG256, Festival Walk, Kowloon Tong	
Mei Foo Mount Sterling Mall Branch	Shop N47-49 Mount Sterling Mall, Mei Foo Sun Chuen	
<b>New Territories:</b>	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II
	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long
	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O
	Fo Tan Branch	No 2, 1/F Shatin Galleria, 18-24 Shan Mei Street, Fo Tan

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or any of the following branches or sub-branches of Bank of Communications Co., Ltd. Hong Kong Branch:

Area	Branch Name	Address
<b>Hong Kong Island:</b>	Hong Kong Branch	20 Pedder Street, Central
	North Point Sub-Branch	442-444 King's Road
	Kennedy Town Sub-Branch	G/F., 113-119 Belcher's Street
	Siu Sai Wan Sub-Branch	Shop No. 217A-217B, Siu Sai Wan Plaza, Siu Sai Wan Estate
	Wanchai Sub-Branch Aberdeen Sub-Branch	G/F., 32-34 Johnston Road Shop E, G/F., Albert House, 20 Chengtu Road
<b>Kowloon:</b>	Shamshui Po Sub-Branch	G/F., Shop 1, Golden Centre, 94 Yen Chow Street, Sham Shui Po
	Mongkok Sub-Branch	Shops A & B, G/F., Hua Chiao Commercial Centre, 678 Nathan Road
	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
	Homantin Sub-Branch	Shop G37A, Oi Man Shopping Centre, Oi Man Estate
	Lam Tin Sub-Branch	G/F., 63-65 Kai Tin Tower, Kai Tin Road
<b>New Territories:</b>	Tai Po Sub-Branch	Shop No.1, G/F., Wing Fai Plaza, 29-35 Ting Kok Road
	Ma On Shan Sub-Branch	Shop Nos. 3038A & 3054-56, Level 3, Sunshine City Plaza
	Sha Tsui Road Sub-Branch	122-124 Sha Tsui Road, Tsuen Wan

- (ii) You can collect a yellow Application Form and this prospectus during normal business hours from 9:00 a.m. on Friday, September 24, 2010 until 12:00 noon on Wednesday, September 29, 2010 from:
- (a) the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or
  - (b) your stockbroker, who may have such Application Forms and this prospectus available.

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### **(c) How to complete the Application Form**

There are detailed instructions on each Application Form. You should read these instructions carefully. If you do not follow the instructions, your application may be rejected and returned by ordinary post together with the accompanying cheque or banker's cashier order to you (or the first-named applicant in the case of joint applicants) at your own risk at the address stated in the Application Form.

In order for the yellow Application Forms to be valid:

You, as the applicant(s), must complete the form as indicated below and sign on the first page of the Application Form. Only written signatures will be accepted.

- (i) If the application is made through a designated CCASS Participant (other than a CCASS Investor Participant):
  - (a) the designated CCASS Participant must endorse the form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box.
- (ii) If the application is made by an individual CCASS Investor Participant:
  - (a) the Application Form must contain the CCASS Investor Participant's name and Hong Kong identity card number; and
  - (b) the CCASS Investor Participant must insert its participant I.D. in the appropriate box in the Application Form.
- (iii) If the application is made by a joint individual CCASS Investor Participant:
  - (a) the Application Form must contain all joint CCASS Investor Participants' names and the Hong Kong identity card number of all joint CCASS Investor Participants; and
  - (b) the participant I.D. must be inserted in the appropriate box in the Application Form.
- (iv) If the application is made by a corporate CCASS Investor Participant:
  - (a) the Application Form must contain the CCASS Investor Participant's company name and Hong Kong business registration number; and
  - (b) the participant I.D. and company chop (bearing its company name) must be inserted in the appropriate box in the Application Form.

Incorrect or incomplete details of the CCASS Participant, participant I.D. or other similar matters may render the application invalid.

If your application is made through a duly authorized attorney, the Company, the Joint Global Coordinators (on behalf of the Company) or their respective agents or nominees may accept it at their discretion, and subject to any conditions they think fit, including production of evidence of the authority of your attorney. The Company, the Joint Global Coordinators (on behalf of the Company) or their respective agents or nominees will have full discretion to reject or accept any application, in full or in part, without assigning any reason.

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### **(d) How to make payment for the application**

Each completed white or yellow Application Form must be accompanied by either one cheque or one banker's cashier order, which must be stapled to the top left hand corner of the Application Form.

If you pay by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on your Hong Kong dollar bank account in Hong Kong;
- bear an account name (or, in the case of joint applicants, the name of the first-named applicant) (either pre-printed on the cheque or endorsed on the reverse of the cheque by an authorized signatory of the bank on which it is drawn), which must be the same as the name on your Application Form (or, in the case of joint applicants, the name of the first-named applicant). If the cheque is drawn on a joint account, one of the joint account names must be the same as the name of the first-named applicant;
- be made payable to "Bank of China (Hong Kong) Nominees Limited – Sunac China Public Offer";
- be crossed "Account Payee Only"; and
- not be post-dated.

Your application may be rejected if your cheque does not meet all of these requirements or is dishonored on first presentation.

If you pay by banker's cashier order, the banker's cashier order must:

- be in Hong Kong dollars;
- be issued by a licensed bank in Hong Kong and have your name certified on the reverse of the banker's cashier order by an authorized signatory of the bank on which it is drawn. The name on the reverse of the banker's cashier order and the name on the Application Form must be the same. If the application is a joint application, the name on the back of the banker's cashier order must be the same as the name of the first-named applicant;
- be made payable to "Bank of China (Hong Kong) Nominees Limited – Sunac China Public Offer";
- be crossed "Account Payee Only"; and
- not be post-dated.

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Your application may be rejected if your banker's cashier order does not meet all of these requirements. The right is reserved to present all or any remittance for payment. However, your cheque or banker's cashier order will not be presented for payment before 12:00 noon on Wednesday, September 29, 2010. The Company will not give you a receipt for your payment. The Company will keep any interest accrued on your application monies (up until, in the case of monies to be refunded, the date of dispatch of refund cheque). The right is also reserved to retain any Share certificates and/or any surplus application monies or refunds pending clearance of your cheque or banker's cashier order.

### **4. APPLYING BY USING WHITE FORM eIPO**

#### **(a) General**

If you are an individual and meet the criteria set out above in "Who can apply for the Hong Kong Offer Shares," you may apply through White Form eIPO by submitting an application through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). If you apply through White Form eIPO, the Shares will be issued in your own name.

#### **(b) How to complete the White Form eIPO**

- (i) Detailed instructions for application through the White Form eIPO service are set out on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). You should read these instructions carefully. If you do not follow the instructions, your application may be rejected by the designated White Form eIPO Service Provider and may not be submitted to our Company.
- (ii) In addition to the terms and conditions set out in this prospectus, the designated White Form eIPO Service Provider may impose additional terms and conditions upon you for the use of the White Form eIPO service. Such terms and conditions are set out on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). You will be required to read, understand and agree to such terms and conditions in full prior to making any application.
- (iii) By submitting an application to the designated White Form eIPO Service Provider through the White Form eIPO service, you are deemed to have authorized the designated White Form eIPO Service Provider to transfer the details of your application to our Company and our Hong Kong Share Registrar.
- (iv) You may submit an application through the White Form eIPO service in respect of a minimum of 1,000 Hong Kong Offer Shares. Each electronic application instruction in respect of more than 1,000 Hong Kong Offer Shares must be in one of the numbers set out in the table in the Application Forms, or as otherwise specified on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).
- (v) You should give electronic application instructions through White Form eIPO at the times set out in the section headed "– 7. Members of the Public – Time for Applying for Hong Kong Offer Shares" below.

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### **(c) How to make payment for the application**

You should make payment for your application made by White Form eIPO service in accordance with the methods and instructions set out in the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on Wednesday, September 29, 2010, or such later time as described under the section headed "Effects of bad weather on the opening of the application lists" below, the designated White Form eIPO Service Provider will reject your application and your application monies will be returned to you in the manner described in the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

### **(d) Multiple applications**

If you apply by means of White Form eIPO, once you complete payment in respect of any electronic application instruction given by you or for your benefit to the designated White Form eIPO Service Provider to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an electronic application instruction under White Form eIPO more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you are suspected of submitting more than one application through the White Form eIPO service by giving electronic application instructions through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) and completing payment in respect of such electronic application instructions, or of submitting one application through the White Form eIPO service and one or more applications by any other means, all of your applications are liable to be rejected.

### **(e) Warning**

The application for Hong Kong Offer Shares through the White Form eIPO service is only a facility provided by the designated White Form eIPO Service Provider to public investors. Our company, our Directors, the Joint Global Coordinators and the Underwriters take no responsibility for such applications, and provide no assurance that applications through the White Form eIPO service will be submitted to our Company or that you will be allotted any Hong Kong Offer Shares.

### **Environmental Protection**

The obvious advantage of White Form eIPO is to save the use of papers via the self-serviced and electronic application process. Computershare Hong Kong Investor Services Limited, being the designated White Form eIPO Service Provider, will contribute HK\$2 per each SUNAC CHINA HOLDINGS LIMITED White Form eIPO application submitted via [www.eipo.com.hk](http://www.eipo.com.hk) to support the funding of "Source of DongJiang – Hong Kong Forest" project initiated by Friends of the Earth (HK).

Please note that Internet services may have capacity limitations and/or be subject to service interruptions from time to time. To ensure that you can submit your applications through the White Form eIPO service, you are advised not to wait until the last day for submitting applications in the Hong Kong Public Offering to submit your electronic application instructions. In the event that you have problems connecting to the designated website for the White Form eIPO service, you should submit a white Application Form. However, once you have submitted electronic application instructions and completed payment in full using the



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application reference number provided to you on the designated website, you will be deemed to have made an actual application and should not submit a white Application Form. See “– How many applications you can make” below.

### **Additional Information**

For the purpose of allocating Hong Kong Public Offering Shares, each applicant giving electronic application instructions through White Form eIPO service to the White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) will be treated as an applicant.

If your payment of application monies is insufficient, or in excess of the required amount, having regard to the number of Offer Shares for which you have applied, or if your application is otherwise rejected by the designated White Form eIPO Service Provider, the designated White Form eIPO Service Provider may adopt alternative arrangements for the refund of monies to you. See the additional information provided by the designated White Form eIPO Service Provider on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

## **5. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC**

### **(a) General**

CCASS Participants may give electronic application instructions to HKSCC to apply for the Hong Kong Offer Shares and to arrange payment of the monies due on application and payment of refunds. This will be in accordance with their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give electronic application instructions through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time).

HKSCC can also input electronic application instructions for you if you go to:

**Hong Kong Securities Clearing Company Limited**

Customer Service Center

2/F Vicwood Plaza

199 Des Voeux Road

Central

Hong Kong

and complete an input request form.

Prospectuses are available for collection from the above address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You are deemed to have authorized HKSCC and/or HKSCC Nominees to transfer the details of your application, whether submitted by you or through your broker or custodian, to the Company and its Hong Kong Share Registrar.

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**(b) Giving electronic application instructions to HKSCC to apply for Hong Kong Offer Shares by HKSCC Nominees on your behalf**

Where a white Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Offer Shares:

- (i) HKSCC Nominees is only acting as a nominee for those persons and shall not be liable for any breach of the terms and conditions of the white Application Form or this prospectus;
- (ii) HKSCC Nominees does the following things on behalf of each such person:
- agrees that the Hong Kong Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the stock account of the CCASS Participant who has inputted electronic application instructions on that person's behalf or that person's CCASS Investor Participant stock account;
  - undertakes and agrees to accept the Hong Kong Offer Shares with respect to which that person has given electronic application instructions or any lesser number;
  - undertakes and confirms that that person has not applied for or taken up any Offer Shares under the International Offering nor otherwise participated in the International Offering;
  - (if the electronic application instructions are given for that person's own benefit) declares that only one set of electronic application instructions has been given for that person's benefit;
  - (if that person is an agent for another person) declares that that person has only given one set of electronic application instruction for the benefit of that other person and that that person is duly authorized to give those instructions as that other person's agent;
  - understands that the above declaration will be relied upon by the Company, the Sole Sponsor, the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) in deciding whether or not to make any allotment of the Hong Kong Offer Shares in respect of the electronic application instructions given by that person and that that person may be prosecuted if he makes a false declaration;
  - authorizes the Company to place the name of HKSCC Nominees on the register of members of the Company as the holder of the Hong Kong Offer Shares allotted in respect of that person's electronic application instructions and to send share certificate(s) and/or refund monies in accordance with the arrangements separately agreed between the Company and HKSCC;
  - confirms that that person has read the terms and conditions and application procedures set out in this prospectus and agrees to be bound by them;

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- confirms that that person has only relied on the information and representations in this prospectus in giving that person's electronic application instructions or instructing that person's broker or custodian to give electronic application instructions on that person's behalf and will not rely on any other information and representation;
- agrees that the Company, the Joint Global Coordinators, the Sole Sponsor, the Underwriters and any of their representative and the directors, officers, advisors are only liable for the information and representations contained in this prospectus and any supplement thereto;
- agrees to disclose that person's personal data to the Company and its Hong Kong Share Registrar, receiving bankers, the Joint Global Coordinators, the Sole Sponsor, the Underwriters and any of their representative, advisors and agents and any information which they may require about that person;
- agrees (without prejudice to any other rights which that person may have) that once the application of HKSCC Nominees is accepted, the application cannot be rescinded for innocent misrepresentation;
- agrees that any application made by HKSCC Nominees on behalf of that person pursuant to the electronic application instructions given by that person is irrevocable before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or a public holiday in Hong Kong), such agreement to take effect as a collateral contract with us and to become binding when you give such instruction. This collateral contract will be in consideration of our agreement not to offer any Hong Kong Offer Shares to any person before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or a public holiday in Hong Kong), and our agreement to offer Hong Kong Offer Shares by means of one of the procedures described in this prospectus. However, HKSCC Nominees may revoke such application before the fifth Business Day after the time of the opening of the application lists if a person responsible for this prospectus under section 40 of the Companies Ordinance (as applied by section 342E of the Companies Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus;
- agrees that once the application of HKSCC Nominees is accepted, neither that application nor that person's electronic application instructions can be revoked, and that acceptance of that application will be evidenced by the announcement of the results of the Hong Kong Public Offering published by the Company;
- agrees to the arrangements, undertakings and warranties specified in the participant agreement between that person and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, in respect of the giving of electronic application instructions relating to the Hong Kong Offer Shares;
- agrees with the Company (for the Company itself and for the benefit of each shareholder of the Company) that Shares in the Company are freely transferable by the holders thereof; and

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- agrees that that person's application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong.

### **(c) Effect of giving electronic application instructions to HKSCC**

By giving electronic application instructions to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to the Company or any other person in respect of the things mentioned below:

- instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participant) to apply for the Hong Kong Offer Shares on your behalf;
- instructed and authorized HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and Stock Exchange trading fee by debiting your designed bank account and, in the case of a wholly or partially unsuccessful application and/or the Offer Price is less than the initial price per Share paid on application, refund of the application monies, in each case including brokerage, SFC transaction levy and Stock Exchange trading fee, by crediting your designated bank account; and
- instructed and authorized HKSCC to cause HKSCC Nominees to do on your behalf all the things which it is stated to do on your behalf in the white Application Form.

### **(d) Multiple applications**

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of the Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of the Hong Kong Offer Shares in respect of which you have given such instructions and/or in respect of which such instructions have been given for your benefit. Any electronic application instructions to make an application for the Hong Kong Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application for the purpose of considering whether multiple applications have been made. No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

### **(e) Minimum subscription amount and permitted numbers**

You may give or cause your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions in respect of a minimum of 1,000 Hong Kong Offer Shares. Such instructions in respect of more than 1,000 Hong Kong Offer Shares must be in one of the numbers set out in the table in the Application Forms.

### **(f) Allocation of Hong Kong Offer Shares**

For the purpose of allocating the Hong Kong Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives electronic application instructions or each person for whose benefit such instructions is given will be treated as an applicant.

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### **(g) Section 40 of the Companies Ordinance**

For the avoidance of doubt, the Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under section 40 of the Companies Ordinance.

### **(h) Warning**

The subscription of the Hong Kong Offer Shares by giving electronic application instructions to HKSCC is only a facility provided to CCASS Participants. The Company, the Directors, the Sole Sponsor, the Joint Global Coordinators, the Hong Kong Underwriters and any persons involved in the Global Offering take no responsibility for the application and provide no assurance that any CCASS Participant will be allotted any Hong Kong Offer Shares.

To ensure that CCASS Investor Participants can give their electronic application instructions to HKSCC through the CCASS Phone System or the CCASS Internet System, CCASS Investor Participants are advised not to wait until the last minute to input their electronic application instructions to the systems. In the event that CCASS Investor Participants have problems connecting to CCASS Phone System or the CCASS Internet System to submit their electronic application instructions, they should either (a) submit a white or yellow Application Form; (b) give electronic application instructions to the White Form eIPO Service Provider through the designated website [www.eipo.com.hk](http://www.eipo.com.hk); or (c) go to HKSCC's Customer Service Center to complete an input request form for electronic application instructions before 12:00 noon on Wednesday, September 29, 2010 or such later date as stated in the sub-paragraph headed "Effect of bad weather on the opening of the application list" below.

### **(i) Personal Data**

The section of the Application Form headed "Personal Data" applies to any personal data held by the Company and the Hong Kong Share Registrar about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

## **6. HOW MANY APPLICATIONS YOU CAN MAKE**

(a) You may make more than one application for the Hong Kong Offer Shares only if you are a nominee, in which case you may make an application as a nominee by: (i) giving electronic application instructions to HKSCC via CCASS (if you are a CCASS Participant); or (ii) using a white or yellow Application Form and lodging more than one application in your own name on behalf of different beneficial owners. In the box on the white or yellow Application Form marked "For nominees" you must include:

- an account number; or
- some other identification code for each beneficial owner (or, in the case of joint beneficial owners, for each such joint beneficial owner). If you do not include this information, the application will be treated as being made for your own benefit.

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- (b) It will be a term and condition of all applications that by completing and delivering an Application Form or by submitting an application to the White Form eIPO Service Provider through the designated website for the White Form eIPO or by giving electronic application instructions to HKSCC, you:
- (if the application is made for your own benefit) warrant that this is the only application which will be made for your benefit on a white or yellow Application Form or by giving electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider through the White Form eIPO service;
  - (if you are an agent for another person) warrant that reasonable enquiries have been made of that other person that this is the only application which will be made for the benefit of that other person on a white or yellow Application Form or by giving electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider through the White Form eIPO service, and that you are duly authorized to sign the Application Form as that other person's agent.
- (c) All of your applications for the Hong Kong Offer Shares (including the part of the application made by HKSCC Nominees Limited acting on electronic application instructions) will be rejected as multiple applications if you, or you and your joint applicant(s) together or any of your joint applicants:
- make more than one application (whether individually or jointly with others) on white or yellow Application Form or by submitting an application to the White Form eIPO Service Provider through the designated website or by giving electronic application instructions to HKSCC via CCASS (if you are a CCASS Investor Participant or applying through a CCASS Clearing or Custodian Participant); or
  - both apply (whether individually or jointly with others) on one (or more) white Application Form and one (or more) yellow Application Form or on one (or more) white or yellow Application Form and give electronic application instructions to HKSCC via CCASS or to the designated White Form eIPO Service Provider through the White Form eIPO service; or
  - apply (whether individually or jointly with others) on one (or more) white or yellow Application Form or through the White Form eIPO service or give electronic application instructions to HKSCC via CCASS (if you are a CCASS Investor Participant or applying through a CCASS Clearing or Custodian Participant) for more than 50% of the Hong Kong Offer Shares being initially offered for subscription under the Hong Kong Public Offering as referred to under the section headed "Structure and Conditions of the Global Offering" in this prospectus; or
  - have applied for or taken up, or indicated an interest in applying for or taking up or have been or will be placed (including conditionally and/or provisionally) any International Offer Shares under the International Offering.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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- (d) All of your applications for the Hong Kong Offer Shares are liable to be rejected as multiple applications if more than one application is made for your benefit including the part of the application made by HKSCC Nominees Limited acting on electronic application instructions. If an application is made by an unlisted company and:
- (i) the primary business of that company is dealing in securities; and
  - (ii) you exercise statutory control over that company, then the application will be deemed to be made for your benefit.

Unlisted company means a company with no equity securities listed on the Stock Exchange.

Statutory control in relation to a company means you:

- (i) control the composition of the board of directors of that company; or
- (ii) control more than half of the voting power of that company; or
- (iii) hold more than half of the issued share capital of that company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

### 7. MEMBERS OF THE PUBLIC – TIME FOR APPLYING FOR HONG KONG OFFER SHARES

#### (a) White or yellow Application Forms

Completed white or yellow Application Forms, together with payment attached, must be lodged by 12:00 noon on Wednesday, September 29, 2010, or, if the application lists are not open on that day, by the time and date stated in the sub-paragraph headed “Effect of bad weather on the opening of the application lists” below.

Your completed Application Form, together with payment attached, should be deposited in the special collection boxes provided at any of the branches of the receiving bankers listed under “– Where to collect the Application Forms” above at the following times:

**Friday, September 24, 2010 – 9:00 a.m. to 5:00 p.m.**  
**Saturday, September 25, 2010 – 9:00 a.m. to 1:00 p.m.**  
**Monday, September 27, 2010 – 9:00 a.m. to 5:00 p.m.**  
**Tuesday, September 28, 2010 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, September 29, 2010 – 9:00 a.m. to 12:00 noon**

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, September 29, 2010.

No proceedings will be taken on applications for the Hong Kong Offer Shares and no allotment of any such Hong Kong Offer Shares will be made until after the closing of the application lists.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### **(b) White Form eIPO**

You may submit your application to the designated White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Friday, September 24, 2010 until 11:30 a.m. on Wednesday, September 29, 2010 or such later time as described under “– (d) Effects of bad weather on the opening of the applications lists” below (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, September 29, 2010, the last application day, or, if the application lists are not open on that day, then by the time and date stated in “– (d) Effects of bad weather on the opening of the application lists” below.

You will not be permitted to submit your application to the designated White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

### **(c) Electronic application instructions to HKSCC**

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:

<b>Friday, September 24, 2010</b>	<b>– 9:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Saturday, September 25, 2010</b>	<b>– 8:00 a.m. to 1:00 p.m.<sup>(1)</sup></b>
<b>Monday, September 27, 2010</b>	<b>– 8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Tuesday, September 28, 2010</b>	<b>– 8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Wednesday, September 29, 2010</b>	<b>– 8:00 a.m.<sup>(1)</sup> to 12:00 noon</b>

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*Note:*

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Friday, September 24, 2010 until 12:00 noon on Wednesday, September 29, 2010 (24 hours daily, except the last application day).

### **(d) Effect of bad weather on the opening of the application lists**

The application lists will not open if there is:

- a tropical cyclone warning signal number 8 or above, or
- a “black” rainstorm warning signal in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Wednesday, September 29, 2010. Instead they will open between 11:45 a.m. and 12:00 noon on the next business day which does not have either of those warnings in Hong Kong in force at any time between 9:00 a.m. and 12:00 noon.

Business day means a day that is not a Saturday, Sunday or public holiday in Hong Kong.



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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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### **(e) Effect of bad weather on the last application day**

**The latest time for inputting your electronic application instructions will be 12:00 noon, Wednesday, September 29, 2010.**

If:

- a tropical cyclone warning signal number 8 or above; or
- a “black” rainstorm warning signal

is in force in Hong Kong at any time between 9:00 a.m. to 12:00 noon, Wednesday, September 29, 2010, the last application day will be postponed to the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. to 12:00 noon on such day.

### **8. DISPATCH/COLLECTION OF SHARE CERTIFICATES/e-REFUND PAYMENT INSTRUCTIONS/REFUND CHEQUES**

**If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than HK\$3.98 per Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee thereon) initially paid on application, or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section entitled “Structure and Conditions of the Global Offering – The Hong Kong Public Offering – Conditions of the Hong Kong Public Offering” or if any application is revoked or any allotment pursuant thereto has become void, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and Stock Exchange trading fee, will be refunded, without interest. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.**

No temporary documents of title will be issued with respect to the Hong Kong Offer Shares. No receipt will be issued for sums paid on application but, subject to personal collection as mentioned below, in due course there will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on your application:

- (a) for applications on white Application Forms or by giving electronic instructions to the designated White Form eIPO Service Provider under White Form eIPO: (i) Share certificate(s) for all the Hong Kong Offer Shares applied for, if the application is wholly successful; or (ii) Share certificate(s) for the number of Hong Kong Offer Shares successfully applied for, if the application is partially successful (for wholly successful and partially successful applicants on yellow Application Forms: Share certificates for their Hong Kong Offer Shares successfully applied for will be deposited into CCASS as described below); and/or
- (b) for applications on white or yellow Application Forms, refund cheque(s) crossed “Account Payee Only” in favor of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) the surplus application monies for the Hong Kong Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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application monies, if the application is wholly unsuccessful; and/or (iii) the difference between the Offer Price and the maximum offer price per Share paid on application in the event that the Offer Price is less than the offer price per Share initially paid on application, in each case including the brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, attributable to such refund/surplus monies but without interest.

**Subject to personal collection as mentioned below, refund cheques for surplus application monies (if any) with respect to wholly and partially unsuccessful applications and the difference between the Offer Price and the offer price per Share initially paid on application (if any) under white and yellow Application Forms; and Share certificates for wholly and partially successful applicants under white Application Forms and White Form eIPO are expected to be posted on or around Wednesday, October 6, 2010. The right is reserved to retain any Share certificate(s) and any surplus application monies pending clearance of cheque(s).**

Share certificates will only become valid certificates of title at 8:00 a.m. on the Listing Date provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section entitled "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement" has not been exercised.

**(a) If you apply using a white Application Form:**

If you apply for 1,000,000 Hong Kong Offer Shares or more on a white Application Form and have indicated your intention in your Application Form to collect your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) from Computershare Hong Kong Investor Services Limited and have provided all information required by your Application Form, you may collect your refund cheque(s) (where applicable) and Share certificate(s) (where applicable) from Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Wednesday, October 6, 2010 or such other place and date as notified by the Company in the newspapers as the place and date of collection/dispatch of e-Refund payment instructions/refund cheques/Share certificates. If you are an individual who opts for personal collection, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorized representative bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) personally within the time specified for collection, they will be sent to the address as specified in your Application Form promptly thereafter by ordinary post and at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares or if you apply for 1,000,000 Hong Kong Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) in person, your refund cheque(s) (where applicable) and/or Share certificate(s) (where applicable) will be sent to the address on your Application Form on Wednesday, October 6, 2010, by ordinary post and at your own risk.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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**(b) If you apply using a yellow Application Form:**

If you apply for 1,000,000 Hong Kong Offer Shares or more and you have elected on your yellow Application Form to collect your refund cheque (where applicable) in person, please follow the same instructions as those for white Application Form applicants as described above. If you apply for less than 1,000,000 Hong Kong Offer Shares or if you apply for 1,000,000 Hong Kong Offer Shares or more but have not indicated on your Application Form that you will collect your refund cheque(s) (where applicable) in person, your refund cheque(s) (where applicable) will be sent to the address on your Application Form on Wednesday, October 6, 2010, by ordinary post and at your own risk.

If you apply for Hong Kong Offer Shares using a yellow Application Form and your application is wholly or partially successful, your Share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in your Application Form on Wednesday, October 6, 2010, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):

- for Hong Kong Offer Shares credited to the stock account of your designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you with that CCASS Participant.

If you are applying as a CCASS Investor Participant:

- the Company expects to publish the results of CCASS Investor Participants' applications together with the results of the Hong Kong Public Offering on Wednesday, October 6, 2010, in the manner as described in the section headed "– 12. Results of Allocations" in this prospectus. You should check the results published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, October 6, 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your stock account.

**(c) If you apply by giving electronic application instructions to HKSCC:**

- If your application is wholly or partly successful, your share certificates will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your CCASS Investor Participant stock account or the stock account of the CCASS Participant which you have instructed to give electronic application instructions on your behalf, on Wednesday, October 6, 2010 or under contingent situation, on any other date HKSCC or HKSCC Nominees chooses.
- The Company will publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company shall include information relating to the beneficial owner, if supplied), your Hong Kong identity card/passport

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the public offering on Wednesday, October 6, 2010, in the manner as described in the section headed “How to apply for Hong Kong Offer Shares – Results of Allocations” in this prospectus. You should check the results published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, October 6, 2010 or any other date HKSCC or HKSCC Nominees chooses.

- **If you are instructing your broker or custodian to give electronic application instructions on your behalf**, you can also check the number of public offering shares allocated to you and the amount of refund (if any) payable to you with that broker or custodian.
- **If you are applying as a CCASS Investor Participant, you can also check the number of public offering shares** allotted to you and the amount of refund (if any) payable to you via the CCASS Phone System and CCASS Internet System on Wednesday, October 6, 2010. Immediately following the credit of the public offering shares to your stock account and the credit of the refund monies to your bank account, HKSCC will make available to you an activity statement showing the number of public offering shares credited to your stock account and the amount of refund money credited to your designated bank account (if any).

### **Refund of your money**

All refunds of your application monies (including brokerage, transaction levy and trading fee) will be credited to your designated bank account or the designated bank account of your broker or custodian on Wednesday, October 6, 2010.

### **(d) If you apply through White Form eIPO:**

If you apply for 1,000,000 Hong Kong Offer Shares or more through the White Form eIPO service by submitting an electronic application to the designated White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) and your application is wholly or partially successful, you may collect your Share certificate(s) (where applicable) in person from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Wednesday, October 6, 2010, or such other date as notified by our Company in the newspapers as the date of dispatch/collection of Share certificates/e-Refund payment instructions/refund cheques.

If you do not collect your Share certificate(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions to the designated White Form eIPO Service Provider promptly thereafter by ordinary post and at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your Share certificate(s) (where applicable) will be sent to the address specified in your application instructions to the designated White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) on Wednesday, October 6, 2010 by ordinary post and at your own risk.

If you apply through the White Form eIPO service by paying the application monies through a single bank account and your application is wholly or partially unsuccessful and/or the final Offer Price is different from the Offer Price initially paid on your application, e-Refund payment instructions (if any) will be dispatched to your application payment bank account on or around Wednesday, October 6, 2010.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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If you apply through the White Form eIPO service by paying the application monies through multiple bank accounts and your application is wholly or partially unsuccessful and/or the Final Offer Price is different from the Offer Price initially paid on your application, refund cheque(s) will be sent to the address specified in your application instructions to the designated White Form eIPO Service Provider on or around Wednesday, October 6, 2010, by ordinary post and at your own risk.

Please also note the additional information relating to refund of application monies overpaid, application money underpaid or applications rejected by the designated White Form eIPO Service Provider set out below in "Additional Information for Applicants Applying Through White Form eIPO."

### **9. ADDITIONAL INFORMATION FOR APPLICANTS APPLYING THROUGH WHITE FORM eIPO**

For the purposes of allocating Hong Kong Offer Shares, each applicant giving electronic application instructions through the White Form eIPO service to the White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) will be treated as an applicant.

If your payment of application monies is insufficient, or in excess of the required amount, having regard to the number of Offer Shares for which you have applied, or if your application is otherwise rejected by the designated White Form eIPO Service Provider, the designated White Form eIPO Service Provider may adopt alternative arrangements for the refund of monies to you. See the additional information provided by the designated White Form eIPO Service Provider on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

Otherwise, any monies payable to you due to a refund for any of the reasons set out above in "Dispatch/Collection of Share Certificates/e-Refund Payment Instructions/Refund Cheques" shall be made pursuant to the arrangements described above.

### **10. EFFECT OF MAKING ANY APPLICATION**

By completing the Application Forms or by giving electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider under the White Form eIPO service, you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- (a) instruct and authorize the Company and/or the Joint Global Coordinators (or their respective agents or nominees) to execute any transfer forms, contract notes or other documents on your behalf and to do on your behalf all other things necessary to effect the registration of any Hong Kong Offer Shares allocated to you in your name(s) or HKSCC Nominees Limited, as the case may be, as required by the Articles and otherwise to give effect to the arrangements described in this prospectus and the relevant Application Form;
- (b) undertake to sign all documents and to do all things necessary to enable you or HKSCC Nominees Limited, as the case may be, to be registered as the holder of the Hong Kong Offer Shares allocated to you, and as required by the Articles;

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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- (c) represent and warrant that you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act and you are outside the United States when completing this application (as defined in Regulation S) and you are not, and none of the other person(s) for whose benefit you are applying, is a U.S. person (as defined in Regulation S) described under the U.S. Securities Act;
- (d) confirm that you have received a copy of this prospectus and have only relied on the information and representations contained in this prospectus (save as set out in any supplement to this prospectus) in making your application, and not on any other information or representation concerning the Company and you agree that neither the Company, the Sole Sponsor, the Joint Global Coordinators and the Underwriters nor any of their respective directors, officers, employees, partners, agents, advisors or any other parties involved in the Global Offering will have any liability for any such other information or representations;
- (e) agree (without prejudice to any other rights which you may have) that once your application has been accepted, you may not revoke or rescind it because of an innocent misrepresentation;
- (f) (if this application is made by an agent on your behalf) warrant that you have validly and irrevocably conferred on your agent all necessary power and authority to make this application;
- (g) (if this application is made for your own benefit) warrant that this application is the only application which will be made for your benefit on a white or yellow Application Form or by giving electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider under the White Form eIPO service;
- (h) (if you are an agent for another person) warrant that reasonable enquiries have been made of that other person that this application is the only application which will be made for the benefit of that other person on a white or yellow Application Form or by giving electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider under the White Form eIPO service, and that you are duly authorized to sign this Application Form or to give electronic application instruction as that other person's agent;
- (i) agree that once your application is accepted, your application will be evidenced by the results of the Hong Kong Public Offering made available by the Company;
- (j) undertake and confirm that you (if this application is made for your benefit) or the person(s) for whose benefit you have made this application have not applied for or taken up or indicated an interest in or received or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any International Offer Shares in the International Offering, nor otherwise participate in the International Offering;
- (k) warrant the truth and accuracy of the information contained in your application;
- (l) agree to disclose to the Company, its Hong Kong Share Registrar, receiving bankers, the Joint Global Coordinators and its advisors and agents personal data and any information which they require about you or the person(s) for whose benefit you have made this application;

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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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- (m) agree that your application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- (n) undertake and agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- (o) authorize the Company to place your name(s), or HKSCC Nominees Limited as the case may be, on the register of members of the Company as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/or its agents to send any Share certificate(s) (where applicable) and/or any refund cheque(s) (where applicable) to you or (in case of joint applicants) the first named applicant on your Application Form by ordinary post at your own risk to the address stated on your Application Form unless you have applied for 1,000,000 Hong Kong Offer Shares or more and have indicated on your Application Form that you wish to collect your Share certificate(s) (where applicable) and/or refund cheque(s) (where applicable) in person then you can collect it/them from Computershare Hong Kong Investor Services Limited between 9:00 a.m. and 1:00 p.m. on Wednesday, October 6, 2010 (Hong Kong time);
- (p) if the laws of any place outside Hong Kong are applicable to your application, you agree and warrant that you have complied with all such laws and none of the Company, the Joint Global Coordinators and the Hong Kong Underwriters nor any of their respective directors, officers or advisors will infringe any laws outside Hong Kong as a result of the acceptance of your offer to subscribe, or any actions arising from your rights and obligations under the terms and conditions set out in this prospectus;
- (q) agree with the Company, for itself and for the benefit of each shareholder of the Company (and so that the Company will be deemed by its acceptance in whole or in part of this application to have agreed, for itself and on behalf of each shareholder of the Company) to observe and comply with the companies law to which the Company is subject and the Articles;
- (r) agree with the Company, each shareholder, director, manager and officer of the Company, and the Company acting for itself and for each director, manager and officer of the Company agrees with each shareholder, to refer all differences and claims arising from the Articles or any rights or obligations conferred or imposed by the companies law to which the Company is subject or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;
- (s) confirm that you have read the terms and conditions and application procedures set out in this prospectus and this Application Form and agree to be bound by them;
- (t) agree with the Company and each shareholder of the Company that Shares are freely transferable by the holders thereof;
- (u) authorize the Company to enter into a contract on behalf of you with each Director and officer of the Company whereby such Directors and officers undertake to observe and comply with their obligations to shareholders stipulated in the Articles;



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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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- (v) confirm that you are aware of the restrictions on Global Offering of the Hong Kong Offer Shares described in this prospectus; and
- (w) understand that these declarations and representations will be relied upon by the Company, the Sole Sponsor, the Joint Global Coordinators in deciding whether or not to allocate any Hong Kong Offer Shares in response to your application.

### **11. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED THE HONG KONG OFFER SHARES**

Full details of the circumstances in which you will not be allotted Hong Kong Offer Shares are set out in the notes attached to the Application Forms, and you should read them carefully. You should note in particular the following situations in which the Hong Kong Offer Shares will not be allotted to you:

#### **(a) If your application is revoked:**

By completing and submitting an Application Form or submitting electronic application instructions to HKSCC or to the designated White Form eIPO Service Provider, you agree that your application or the application made by HKSCC Nominees Limited on your behalf may not be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or a public holiday in Hong Kong). This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge your Application Form or submit your electronic application instructions to HKSCC and an application has been made by HKSCC Nominees on your behalf accordingly or to the designated White Form eIPO Service Provider. This collateral contract will be in consideration of the Company agreeing that it will not offer any Hong Kong Offer Shares to any person on or before that day except by means of one of the procedures referred to in this prospectus.

Your application or the application made by HKSCC Nominees on your behalf may not be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or a public holiday in Hong Kong) unless a person responsible for this prospectus under section 40 of the Companies Ordinance (as applied by section 342E of the Companies Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus.

If any supplement to this prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedures provided, all applications that have been submitted will remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of this prospectus as supplemented.

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allotment, and where such basis of allotment is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.



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## HOW TO APPLY FOR HONG KONG OFFER SHARES

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**(b) At the discretion of the Company, the Joint Global Coordinators or their agents or nominees, your application is rejected:**

The Company, the Joint Global Coordinators (on behalf of the Company) or their respective agents or nominees have full discretion to reject or accept any application, or to accept only part of any application. The Company, the Joint Global Coordinators, the White Form eIPO Service Provider (on behalf of the Company) or their respective agents or nominees do not have to give any reason for any rejection or acceptance.

**(c) If the allotment of the Hong Kong Offer Shares is void:**

The allotment of the Hong Kong Offer Shares to you or to HKSCC Nominees (if you give electronic application instructions to HKSCC or apply by a yellow Application Form) will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Shares in issue and to be issued as mentioned in this prospectus either:

- within three weeks from the closing of the application lists in respect of the Hong Kong Public Offering; or
- within a longer period of up to six weeks if the Listing Committee of the Stock Exchange notifies the Company of that longer period within three weeks of the closing of the application lists in respect of the Hong Kong Public Offering.

**(d) Your application is rejected:**

Your application will be rejected if:

- it is a multiple or suspected multiple application;
- your Application Form is not completed correctly in accordance with the instructions therein;
- you or the person(s) for whose benefit you are applying have applied for and/or been allotted or will be allotted with the International Offer Shares;
- your payment is not in the correct form;
- you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonored on its first presentation;
- the Company and the Joint Global Coordinators (on behalf of the Company) believe that the acceptance of your application would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is completed and/or signed or your address appeared in the Application Form is located;
- your electronic application through the White Form eIPO service are not completed in accordance with the instruction, terms and conditions set out in the designated website at [www.eipo.com.hk](http://www.eipo.com.hk);

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- your application is for more than 50% of the Hong Kong Offer Shares initially offered for public subscription under the Hong Kong Public Offering; or
- any of the Underwriting Agreements does not become unconditional in accordance with its terms or is terminated in accordance with its terms.

**(e) In the following circumstances:**

- You make multiple applications or suspected multiple applications;
- You or the person for whose benefit you apply have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Offer Shares in the International Offer. By filling in any of the Application Forms or giving electronic instructions to HKSCC or to the designated White Form eIPO Service Provider through the White Form eIPO service, you agree not to apply for Offer Shares in the International Offering. Reasonable steps will be taken to identify and reject applications in the Hong Kong Public Offering from investors who have received Offer Shares in the International Offering, and to identify and reject indications of interest in the International Offering from investors who have received Hong Kong Offer Shares in the Hong Kong Public Offering; or
- Your electronic application instructions through the White Form eIPO service are not completed in accordance with the instructions, terms and conditions set out in the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

### 12. RESULTS OF ALLOCATIONS

We expect to announce the Offer Price, the level of application in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allotment of the Hong Kong Offer Shares on Wednesday, October 6, 2010 in South China Morning Post (in English) and Hong Kong Economics Times (in Chinese).

The results of allocations in the Hong Kong Public Offering and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- Results of allocations for the Hong Kong Public Offering will be available from the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.sunac.com.cn](http://www.sunac.com.cn) on Wednesday, October 6, 2010;
- Results of allocations for the Hong Kong Public Offering will be available from our results of allocations website at [www.iporesults.com.hk](http://www.iporesults.com.hk) on a 24-hour basis from 8:00 a.m. on Wednesday, October 6, 2010 to 12:00 midnight on Tuesday, October 12, 2010. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result;

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- Results of allocations will be available from our Hong Kong Public Offering allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Public Offering Shares allocated to them, if any, by calling 2862-8669 between 9:00 a.m. and 10:00 p.m. from Wednesday, October 6, 2010 to Saturday, October 9, 2010;
- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Wednesday, October 6, 2010 to Friday, October 8, 2010 at all the receiving bank branches and sub-branches at the addresses set out in the section headed “How to Apply for Hong Kong Offer Shares – 3. Applying by Using a White or Yellow Application Form – (b) Where to Collect the Application Forms.”

### **13. COMMENCEMENT OF DEALINGS IN THE SHARES**

Dealings in the Shares are expected to commence on Thursday, October 7, 2010.

The Shares will be traded in board lots of 1,000 Shares each.

The Stock Exchange stock code for the Shares is 1918.

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

If the Stock Exchange grants the listing of and permission to deal in the Shares on the Stock Exchange and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

### **15. PERSONAL DATA**

The main provisions of the Personal Data (Privacy) Ordinance (the “Ordinance”) came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Shares of the policies and practices of the Company and its Hong Kong Share Registrar (the “Hong Kong Share Registrar”) in relation to personal data and the Ordinance.

#### **(a) Reasons for the collection of your personal data**

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

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Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the registrars to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of Share certificate(s) and/or e-Refund payment instruction, and/or the dispatch of refund cheque(s) to which you are entitled.

It is important that holders of securities inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

### **(b) Purposes**

The personal data of the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this form and this prospectus;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees Limited;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and any other purpose to which the holders of securities may from time to time agree.

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### **(c) Transfer of personal data**

Personal data held by the Company and the Hong Kong Share Registrar relating to the holders of securities will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

- the Company or its appointed agents such as financial advisors, receiving bankers and the Company's principal share registrar and Hong Kong Share Registrar;
- HKSCC and HKSCC Nominees Limited, who will use the personal data for the purposes of operating CCASS (in cases where the applicants have requested for the Hong Kong Offer Shares to be deposited into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or the registrars in connection with the operation of their respective businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers.

### **(d) Access and correction of personal data**

The Ordinance provides the holders of securities with rights to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the Company secretary or (as the case may be) the Hong Kong Share Registrar for the attention of the Privacy Compliance Officer (for the purposes of the Ordinance).