

---

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

---

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

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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.

### **UNDERWRITING**

This prospectus is published solely in connection with the Hong Kong Offering. For applicants under the Hong Kong Offering, this prospectus and the Application Forms set out the terms and conditions of the Hong Kong Offering.

The Listing is sponsored by the Sole Sponsor. The Hong Kong Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement, subject to the agreement on the Offer Price between the Joint Bookrunners (on behalf of the Underwriters), the Controlling Shareholders and the Company on or before the Price Determination Date. The Global Offering is managed by the Sole Global Coordinator. Further details of the Underwriters and the underwriting arrangements are set out in the sub-section headed "Underwriting arrangements and expenses" of 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 Joint Bookrunners (on behalf of the Underwriters), the Controlling Shareholders, and the Company and the Selling Shareholder on the Price Determination Date. The Price Determination Date is expected to be on or around 7 October 2010 or such later time as may be agreed by the Company and the Joint Bookrunners (on behalf of the Underwriters), but in any event no later than 12 October 2010. The Offer Price will be not more than HK\$3.00 per Offer Share and is currently expected to be not less than HK\$2.20 per Offer Share.

### **INFORMATION ON THE GLOBAL OFFERING**

The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by the Company, the Selling Shareholder, the Sole Global Coordinator, the Sole Sponsor, the Joint Bookrunners, the Underwriters, any of their respective directors, agents, employees or advisers or any other party involved in the Global Offering.

---

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

---

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

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

Application has been made to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, on the Main Board of the Stock Exchange, the Shares in issue and to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option). The Global Offering is subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares.

Save as disclosed herein, none of the Shares are listed on or dealt in on any other stock exchange and no such listing or permission to list is being or is proposed to be sought in the near future.

Under section 44B(1) of the Companies Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to the Company by or on behalf of the Stock Exchange.

### **ELIGIBILITY FOR 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 Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

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

Dealings in the Shares on the Stock Exchange are expected to commence on 14 October 2010. Shares will be traded in board lots of 1,000 each.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Shareholders and potential Shareholders should consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding, disposing of and dealing in the Shares. It is emphasised that none of the Group, the Selling Shareholder, the Sole Global Coordinator, the Sole Sponsor, the Joint Bookrunners, the

---

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

---

Underwriters, any of their respective directors, agents or advisers or any other person involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, the Shareholders resulting from the subscription for, purchase, holding, disposal of holding or dealing in the Shares.

### **REGISTERS OF MEMBERS**

All Shares issued pursuant to applications made in the Global Offering will be registered on the Company's register of members to be maintained by Tricor Investor Services Limited, the Share Registrar.

### **STAMP DUTY**

Dealings in the Shares registered in the Company's register of members will be subject to Hong Kong stamp duty. The current rate of stamp duty in Hong Kong is HK\$2 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the Shares being sold or transferred.

### **OVER-ALLOTMENT AND STABILISATION**

In connection with the Global Offering, Merrill Lynch Far East Limited, as Stabilisation Manager, or any person acting for it may over-allot Shares or effect any other transactions with a view to stabilising and maintaining the market price of the Offer Shares at a level higher than that which might otherwise prevail for a limited period after the date of Listing. However, there is no obligation on the Stabilisation Manager or any person acting for it to conduct any such stabilising action.

In connection with the Global Offering, the Company is expected to grant to the International Underwriters the Over-allotment Option, which is exercisable in full or in part at the sole and absolute discretion of the Sole Global Coordinator (after consultation with the Joint Bookrunners) on behalf of the International Underwriters no later than 30 days after the last day for lodging applications, being 5 November 2010, under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, the Company may be required to allot and issue at the Offer Price up to an aggregate of 198,750,000 Shares, representing 15 per cent. of the total number of Shares initially available under the Global Offering, to, among other things, cover over-allotment in the International Offering, if any.

Further details with respect to stabilisation and the Over-allotment Option are set out in the sub-section headed "Stabilising Action" of the section headed "Structure of the Global Offering" in this prospectus.

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

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

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

### STRUCTURE OF THE GLOBAL OFFERING

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

### CONSEQUENCES OF INVESTING IN SHARES

Holders and beneficial owners of Shares should be aware that they may be subject to certain legal requirements under Hong Kong law and the Listing Rules, including, for example, reporting obligations upon reaching certain specified ownership thresholds. Investors should consult their own legal adviser as to the Hong Kong legal consequences of investing in Shares.

### CURRENCY TRANSLATIONS

Unless otherwise specified, amounts denominated in U.S. dollars have been translated, for the purpose of illustration only, into Hong Kong dollars (and vice versa) in this prospectus at the following rate:

HK\$7.80: US\$1.00

No representation is made that any amounts in U.S. dollars, or Hong Kong dollars can be or could at the relevant dates have been converted at the above rate or any other rates or at all.

Unless otherwise specified, amounts denominated in Roubles have been translated, for the purpose of illustration only, into U.S. dollars (and vice versa) in this prospectus at the following rate:

RUR30.00: US\$1.00

No representation is made that any amounts in Roubles, or U.S. dollars can be or could at the relevant dates have been converted at the above rate or any other rates or at all.

Unless otherwise specified, amounts denominated in GBP have been translated, for the purpose of illustration only, into U.S. dollars (and vice versa) in this prospectus at the following rate:

GBP1.00: US\$1.533

No representation is made that any amounts in GBP, or U.S. dollars can be or could at the relevant dates have been converted at the above rate or any other rates or at all.

### ROUNDING

Any discrepancies in any table between total percentages and sums of amounts listed therein are due to rounding.

### INDUSTRY AND MARKET DATA

Industry and market information contained in this prospectus is, except as otherwise stated, based upon information obtained from CRU and other industry analysts, WAI, research firms,

---

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

---

public institutions, or other information from independent third parties. Information derived from industry sources has been identified and cited to the source where it appears. The Company believes that the sources of this information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. The Company has no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. Market research and publicly available information, while believed to be reliable, have not been independently verified by the Company, the Sole Sponsor, the Underwriters or any other party involved in the Global Offering and no representation is given as to its accuracy.