

STRUCTURE OF THE GLOBAL OFFERING

OFFERING PRICE AND PRICE PAYABLE ON APPLICATION

The Offer Price will not be more than HK\$4.60 and is expected to be not less than HK\$3.80 per Offer Share. Based on the maximum Offer Price of HK\$4.60 per Offer Share, plus 1% brokerage fee, 0.003% SFC transaction levy, and 0.005% Hong Kong Stock Exchange trading fee, one board lot of 1,000 Shares will amount to a total of HK\$4,646.37.

The Offer Price is expected to be determined by the Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date.

If, based on the level of interest expressed by prospective professional, institutional and/or other investors during the book-building process in respect of the International Placing, the Joint Global Coordinators (on behalf of the Underwriters, and with the consent of the Company) think it appropriate (for instance, if the level of interest is below the indicative Offer Price range), the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range may be reduced below that stated in this prospectus at any time prior to the morning of the last day for lodging applications. In such case, the Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offer, cause there to be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) as well as on the Company's website at www.evergreen-intl.com and the website of Hong Kong Stock Exchange at www.hkexnews.hk notice of the reduction of the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range. Such notice will also include any financial information which may change as a result of any such reduction.

If, for any reason, the Offer Price is not agreed between the Company and Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date, the Global Offering will not become unconditional and will lapse.

CONDITIONS

Acceptance of all applications for the Offer Shares in the Global Offering will be conditional upon:

- (i) the Listing Committee granting the approval of the listing of, and permission to deal in the Shares (including any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any Shares which may fall to be issued upon the exercise of the option that may be granted under the Share Option Scheme), and such listing and permission not subsequently having been revoked prior to the commencement of dealings in the Shares on the Hong Kong Stock Exchange;
- (ii) the Offer Price having been duly determined and the execution and delivery of the Price Determination Agreement on or before the Price Determination Date;
- (iii) the execution and delivery of the International Underwriting Agreement by the parties thereto on or before the Price Determination Date; and

STRUCTURE OF THE GLOBAL OFFERING

- (iv) the obligations of the Underwriters under each of the respective Underwriting Agreements becoming unconditional (including the waiver of any condition(s) by the Joint Global Coordinators on behalf of the Underwriters) and not being terminated in accordance with the terms of the relevant Underwriting Agreements or otherwise prior to 8:00 a.m. on the day on which the Shares commence trading on the Main Board,

in each case on or before the dates and times specified in the Underwriting Agreements (unless and to the extent that the relevant deadline is extended or the relevant conditions, where applicable, are waived on or before such dates and times) and in any event not later than Friday, 19 November 2010, being the Business Day immediately preceding the 30th day after the date of this prospectus. If for any reason, the Offer Price is not agreed by Tuesday, 2 November 2010 between the Joint Global Coordinators (on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.

If these conditions are not fulfilled, the Global Offering will lapse. In the event that the Global Offering lapses, notice of the lapse will be published by the Company in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) on the next day following such lapse. In such event, all application monies will be returned, without interest, on the terms set out in the section "How to apply for the Hong Kong Public Offer Shares" in this prospectus. In the meantime, application monies will be held in separate bank accounts with the receiving bankers or other licensed bank(s) in Hong Kong.

OFFER MECHANISM – BASIS OF ALLOCATION OF SHARES

The Global Offering

The Global Offering consists of the International Placing and the Hong Kong Public Offer. The 236,674,000 Shares initially offered will comprise 213,006,000 Shares being offered under the International Placing and 23,668,000 Shares being offered under the Hong Kong Public Offer. The 236,674,000 Shares being offered under the Global Offering will represent about 25% of the Company's share capital immediately after completion of the Global Offering and the Conversion but without taking into account any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any Shares which may fall to be issued upon the exercise of the option that may be granted under the Share Option Scheme.

Subject to possible reallocation on the basis set forth below, 23,668,000 Shares, representing approximately 10% of the total number of Shares initially being offered under the Global Offering, will be offered to the public in Hong Kong under the Hong Kong Public Offer. The Hong Kong Public Offer is open to all members of the public in Hong Kong as well as to institutional and professional investors.

STRUCTURE OF THE GLOBAL OFFERING

Out of the total 236,674,000 Shares offered pursuant to the Global Offering, 213,006,000 Shares, representing approximately 90% of the total number of Shares initially being offered under the Global Offering, will be placed with professional, institutional investors and/or other investors in Hong Kong and elsewhere under the International Placing. The International Placing will be offered in Hong Kong and other jurisdictions outside the United States in offshore transactions.

Investors may apply for the Hong Kong Public Offer Shares under the Hong Kong Public Offer or indicate an interest for the International Placing Shares under the International Placing, but may not do both. Reasonable steps will be taken to identify and reject applications in the Hong Kong Public Offer from investors that received International Placing Shares, and to identify and reject indications of interest in the International Placing from investors that received the Hong Kong Public Offer Shares.

The number of Shares to be offered under the Hong Kong Public Offer and the International Placing are subject to reallocation and, in the case of the International Placing only, the Over-allotment Option, as described below.

If the Over-allotment Option is exercised in full, on completion of the Global Offering and the exercise of the Over-allotment Option, but without taking into account any Shares which may fall to be issued upon the exercise of the option that may be granted under the Share Option Scheme, the Offer Shares will represent about 27.7% of the Company's enlarged issued share capital.

If CLSA (after consultation with Piper Jaffray Asia Securities) decides to exercise the Over-allotment Option, it will be exercised solely to cover over-allotments in the International Placing. The International Placing Shares (including any over-allotments) will be allocated prior to the commencement of trading of the Shares on the Hong Kong Stock Exchange.

The levels of indication of interest in the International Placing and the basis of allocation and the levels of applications in the Hong Kong Public Offer are expected to be published in the South China Morning Post (in English) and in the Hong Kong Economic Times (in Chinese) on or before Wednesday, 3 November 2010.

The International Placing

The Company is initially offering 213,006,000 new Shares as the International Placing Shares, representing approximately 90% of the total number of Shares initially being offered in the Global Offering (assuming the Over-allotment Option is not exercised), for subscription by way of the International Placing subject to the reallocation of Offer Shares between the International Placing and the Hong Kong Public Offer. The International Placing is fully underwritten by the International Underwriters, subject to the terms and conditions of the International Underwriting Agreement.

The International Underwriters are soliciting from prospective professional, institutional investors and/or other investors indications of interest in acquiring International Placing Shares in the International Placing. Prospective professional,

STRUCTURE OF THE GLOBAL OFFERING

institutional investors and/or other investors will be required to specify the number of International Placing Shares they would be prepared to acquire either at different prices or at a particular price. This process is known as “book building.” In Hong Kong, individual retail investors should apply for Shares in the Hong Kong Public Offer. If individual retail investors apply for International Placing Shares, including individual retail investors applying through banks and other institutions, such investors will not be allocated any International Placing Shares.

Allocation of the International Placing Shares to investors pursuant to the International Placing is based on a number of factors, including the level and timing of demand and whether or not it is expected that the relevant investor is likely to buy further and/or hold or sell its Shares after the Listing. Such allocation is generally intended to result in a distribution of the International Placing Shares on a basis which would lead to the establishment of a broad Shareholder base to the benefit of the Company and its Shareholders as a whole.

The International Underwriters or selling agents nominated by the International Underwriters shall, on behalf of the Company, conditionally place the International Placing Shares with professional, institutional and/or other investors in Hong Kong and other regions. The International Placing shall be subject to the Global Offering restrictions set out under the section “Information about this prospectus and the Global Offering” in this prospectus.

The International Placing is conditional on the same conditions as set out in the section “Conditions” above. The total number of International Placing Shares to be sold and transferred or allotted and issued pursuant to the International Placing may change as a result of the clawback arrangement referred to in the section “The Hong Kong Public Offer” below, the exercise of the Over-allotment Option and any reallocation of unsubscribed Shares originally included in the Hong Kong Public Offer.

The Hong Kong Public Offer

The Company is initially offering 23,668,000 Shares, representing approximately 10% of the total number of Shares initially being offered in the Global Offering (assuming the Over-allotment Option is not exercised), for subscription by way of the Hong Kong Public Offer. The Hong Kong Public Offer Shares are being offered at the Offer Price. The Hong Kong Public Offer is fully underwritten by the Hong Kong Public Offer Underwriters, subject to the terms and conditions of the Hong Kong Public Offer Underwriting Agreement.

The total number of Shares available for subscription under the Hong Kong Public Offer (after taking into account of any reallocation referred to below) is to be divided equally into two pools for allocation purposes: pool A and pool B. The Hong Kong Public Offer Shares in pool A will be allocated on an equitable basis to successful applicants who have validly applied for Hong Kong Public Offer Shares with an aggregate subscription amount of HK\$5 million (excluding the brokerage fee, the SFC transaction levy and the Hong Kong Stock Exchange trading fee payable) or less. The Hong Kong Public Offer Shares in pool B will be allocated on an equitable basis to successful applicants who have

STRUCTURE OF THE GLOBAL OFFERING

validly applied for Hong Kong Public Offer Shares with an aggregate subscription amount of more than HK\$5 million (excluding the brokerage fee, the SFC transaction levy, and the Hong Kong Stock Exchange trading fee payable) and up to the total value of pool B. Applicants should be aware that applications in pool A and applications in pool B may receive different allocation ratios. If the Hong Kong Public Offer Shares in one (but not both) of the pools are undersubscribed, the surplus Hong Kong Public Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly.

Applicants can only receive an allocation of Hong Kong Public Offer Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications within either pool or between pools and any application for more than the total number of the Hong Kong Public Offer Shares originally allocated to each pool are liable to be rejected. Each applicant under the Hong Kong Public Offer will also be required to give an undertaking and confirmation in the Application Form submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application have not indicated and will not indicate an interest for and have not received or been placed or allotted (including conditionally and/or provisionally) any International Placing Shares under the International Placing, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

Allocation of the Hong Kong Public Offer Shares to applicants under the Hong Kong Public Offer will be based solely on the level of valid applications received under the Hong Kong Public Offer. The basis of allocation may vary, depending on the number of Hong Kong Public Offer Shares validly applied for, but, subject to that (and in accordance with the allocation of Hong Kong Public Offer Shares in pool A and pool B described below), will be made on an equitable basis, although the allocation of Hong Kong Public Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Public Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Public Offer Shares.

Reallocation of the Offer Shares between the Hong Kong Public Offer and the International Placing

The allocation of the Offer Shares between the International Placing and the Hong Kong Public Offer is subject to adjustment.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 15 times or more but less than 50 times the number of Shares initially available for subscription under the Hong Kong Public Offer, then Shares will be reallocated to the Hong Kong Public Offer from the International Placing, so that the total number of Shares available for subscription under the Hong Kong Public Offer will increase to 71,003,000 Shares, representing approximately 30% of the Shares initially available for subscription under the Global Offering.

STRUCTURE OF THE GLOBAL OFFERING

If the number of Shares validly applied for under the Hong Kong Public Offer represents 50 times or more but less than 100 times the number of Shares initially available for subscription under the Hong Kong Public Offer, then the number of Shares to be reallocated to the Hong Kong Public Offer from the International Placing will be increased so that the total number of Shares available for subscription under the Hong Kong Public Offer will be 94,670,000 Shares, representing approximately 40% of the Shares initially available for subscription under the Global Offering.

If the number of Shares validly applied for under the Hong Kong Public Offer represents 100 times or more the number of Shares initially available for subscription under the Hong Kong Public Offer, then the number of Shares to be reallocated to the Hong Kong Public Offer from the International Placing will be increased, so that the total number of Shares available for subscription under the Hong Kong Public Offer will increase to 118,337,000 Shares, representing about 50% of the Shares initially available for subscription under the Global Offering. In each such case, the additional Shares reallocated to the Hong Kong Public Offer will be allocated equally between pool A and pool B and the number of Shares allocated to the International Placing will be correspondingly reduced.

If the Hong Kong Public Offer is not fully subscribed, the Joint Global Coordinators, in their discretion, may reallocate all or any unsubscribed Shares originally included in the Hong Kong Public Offer to the International Placing.

The Offer Shares to be offered in the Hong Kong Public Offer and the International Placing may, in certain circumstances, be reallocated as between these offerings at the discretion of the Joint Global Coordinators.

OVER-ALLOTMENT AND STABILIZATION

The Over-allotment Option

In connection with the Global Offering, the Company expects to grant to the International Underwriters the Over-allotment Option, which will be exercisable by CLSA (after consultation with Piper Jaffray Asia Securities) (on behalf of the International Underwriters) no later than 30 days from the last day for lodging applications under the Hong Kong Public Offer. Pursuant to the Over-allotment Option, the Company may be required to allot and issue at the Offer Price up to an aggregate of 35,501,000 additional Shares, representing approximately 15% of the total number of Shares initially available under the Global Offering, in connection with over-allocations in the International Placing, if any to be issued on the same terms and conditions as the Shares subject to the Global Offering. If the Over-allotment Option is exercised in full, the additional Offer Shares so issued will represent about 3.6% of the Company's enlarged issued share capital following the completion of the Global Offering and the exercise of the Over-allotment Option but without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme. In the event that the Over-allotment Option is exercised, an announcement will be made.

STRUCTURE OF THE GLOBAL OFFERING

Stabilization action

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the newly issued securities in the secondary market, during a specified period of time, to retard and, if possible, prevent a decline in the public market price of the securities below the offer price. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements including those of Hong Kong. In Hong Kong, the stabilization price is not permitted to exceed the offer price.

In connection with the Global Offering, CLSA or any person acting for it, as stabilizing manager may, but is not obliged to, over-allocate and/or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing on the Listing Date. Such stabilization action, if commenced, may be discontinued at any time and are required to be brought to an end after a limited period. CLSA has been or will be appointed as stabilizing manager for the purpose of the Global Offering in accordance with the Securities and Futures (Price Stabilizing) Rules made under the SFO and, should stabilizing action be effected in connection with the Global Offering, this will be done at the sole and absolute discretion of CLSA or any person acting for it and will be effected in accordance with the laws, rules and regulations in place in Hong Kong on stabilization and may be discontinued at any time, and is required to be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offer. The stabilization period is expected to expire on Friday, 26 November 2010.

Following any over-allocation of Shares in connection with the Global Offering, CLSA or any person acting for it may cover such over-allocation by (among other methods) making purchases in the secondary market and/or exercising the Over-allotment Option. Any such purchases will be made in compliance with all applicable rules and regulatory requirements including the Securities and Futures (Price Stabilizing) Rules made under the SFO. The number of Shares which can be over-allocated will not exceed the number of Shares which may be issued upon exercise of the Over-allotment Option, being 35,501,000 Shares, representing approximately 15% of the number of Shares initially available under the Global Offering.

In order to facilitate the over-allocations in connection with the Global Offering, CLSA may choose to borrow up to 35,501,000 Shares (being the maximum number of Shares which may be issued upon exercise of the Over-allotment Option) from Pacific Success pursuant to the Stock Borrowing Agreement, or acquire Shares from other sources.

If the Stock Borrowing Agreement with Pacific Success is entered into, it will only be effected by CLSA or their respective agents for settlement of over-allocations in the International Placing and such arrangement will not be subject to the restrictions of Rule 10.07(1)(a) of the Listing Rules which restricts the disposal of Shares by the Controlling Shareholders for a certain period of time subsequent to the date of this prospectus,

STRUCTURE OF THE GLOBAL OFFERING

provided that the following requirements of Rule 10.07(3) of the Listing Rules (which are also contained in the Stock Borrowing Agreement) are complied with:

- (i) the Stock Borrowing Agreement will be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option in connection with the International Placing;
- (ii) the maximum number of Shares which may be borrowed from Pacific Success must not exceed the maximum number of Shares which may be issued upon full exercise of the Over-allotment Option;
- (iii) the same number of Shares so borrowed must be returned to Pacific Success or its nominees, as the case may be, on or before the third Business Day following the earlier of (a) the last day on which the Over-allotment Option may be exercised, and (b) the date on which the Over-allotment Option is exercised in full;
- (iv) the borrowing of Shares pursuant to the Stock Borrowing Agreement will be effected in compliance with all applicable Listing Rules, laws and other regulatory requirements; and
- (v) no payments will be made to Pacific Success by the Joint Global Coordinators or their affiliates or any person acting for it, in relation to such Stock Borrowing Agreement.

The possible stabilizing action which may be taken by CLSA (or its affiliates or any person acting for it) in connection with the Global Offering may involve (among other things): (i) over-allotment of Shares, (ii) purchases of, or agreement to purchase, Shares, (iii) establishing, hedging and liquidating positions in Shares, (iv) exercising the Over-allotment Option in whole or in part and/or (v) offering or attempting to do any of the foregoing.

Specifically, prospective applicants for and investors in Offer Shares should note that:

- CLSA (or its affiliates or any person acting for it) may, in connection with any stabilizing action, maintain a long position in the Shares;
- there is no certainty regarding the extent to which and the time period for which CLSA (or its affiliates or any person acting for it) will maintain such a position;
- liquidation of any such long position by CLSA (or its affiliates or any person acting for it) may have an adverse impact on the market price of the Shares;
- no stabilizing action can be taken to support the price of the Shares for longer than the stabilizing period which will begin on the Listing Date following announcement of the Offer Price and will expire on Friday, 26 November 2010, being the 30th day from the date expected to be the last date for lodging

STRUCTURE OF THE GLOBAL OFFERING

applications under the Hong Kong Public Offer. After this date, when no further action may be taken to stabilize or maintain the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall;

- the price of any security of the Company (including the Shares) cannot be assured to stay at or above its Offer Price by the taking of any stabilizing action; and
- stabilizing bids may be made or transactions effected in the course of the stabilizing action at any price at or below the Offer Price, which means that stabilizing bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, the Shares.

LISTING ON ANY OTHER STOCK EXCHANGE

The Directors are not considering any listing of the Company on any other overseas stock exchange. The Company has not submitted any application nor obtained any approval for the listing of the Shares on any other overseas stock exchange.