

HOW TO APPLY FOR HONG KONG OFFER SHARES

1. WHO CAN APPLY FOR HONG KONG OFFER SHARES

You can apply for Hong Kong Offer Shares available for subscription by the public on a **WHITE** or **YELLOW** Application Form, or 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 not a U.S. person (as defined in Regulation S);
- 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 **White Form eIPO** service, 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, who must state his or her representative capacity.

If an application is made by a person duly authorized under a valid power of attorney, we and the Joint Global Coordinators (or their respective agents or nominees) as our agent may accept it at our or the Joint Global Coordinators' discretion, and subject to any conditions we or the Joint Global Coordinators think fit, including production of evidence of the authority of the attorney.

The number of joint applicants may not exceed four.

We, the Joint Global Coordinators and the designated **White Form eIPO** Service Provider (where applicable) and our or their respective agents and nominees have full discretion to reject or accept any application, in full or in part, without assigning any reason.

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The Hong Kong Offer Shares are not available to existing beneficial owners of Shares, our Directors or chief executive or their respective associates or any other connected persons 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 not under both. You may only receive Shares under either the International Offering or the Hong Kong Public Offering, but not under both.

2. CHANNELS OF APPLICATION FOR HONG KONG OFFER SHARES

There are three channels to make an application for Hong Kong Offer Shares. You may either (i) use an Application Form; (ii) apply online through the designated website of the **White Form eIPO** Service Provider, referred to herein as the “**White Form eIPO**” service; or (iii) **electronically** instruct HKSCC to cause HKSCC Nominees to apply for 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 applying online through **White Form eIPO** service or by giving **electronic application instructions** to HKSCC.

3. APPLYING BY USING A WHITE OR YELLOW APPLICATION FORM

Which Application Form to use

Use a **WHITE** Application Form if you want the Hong Kong Offer Shares to be issued in your own name.

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.

Where to Collect the WHITE and YELLOW Application Forms

You can collect a **WHITE** Application Form and this prospectus during normal business hours from 9:00 a.m. on Tuesday, November 30, 2010 till 12:00 noon on Friday, December 3, 2010 from:

- any of the following offices of the Hong Kong Underwriters:

CCB International Capital Limited
34th Floor
Two Pacific Place
88 Queensway
Admiralty
Hong Kong

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Piper Jaffray Asia Securities Limited
Suite 1308
Two Pacific Place
88 Queensway
Admiralty
Hong Kong

Macquarie Capital Securities Limited
Level 18, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

China Everbright Securities (HK) Limited
36/F, Far East Finance Centre
16 Harcourt Road, Central
Hong Kong

Guotai Junan Securities (Hong Kong) Limited
27/F., Low Block, Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

Kingston Securities Limited
Suites 2801-2808
28th Floor
One International Finance Centre
1 Harbour View Street
Central
Hong Kong

or any one of the following branches of Industrial and Commercial Bank of China (Asia) Limited:

	Branch Name	Address
Hong Kong Island	Queen's Road Central Branch	122-126 Queen's Road Central, Central
	Wanchai Branch	117-123 Hennessy Road, Wanchai
	Causeway Bay Branch	Shop A, G/F, Jardine Center, 50 Jardine's Bazaar, Causeway Bay
	Quarry Bay Branch	G/F, 1036-1040 King's Road, Quarry Bay
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui
	Yaumatei Branch	542 Nathan Road, Yaumatei
	Mei Foo Branch	Shop N95A, 1/F, Mount Sterling Mall, Mei Foo Sun Chuen
	Ngau Tau Kok Branch	Shop Nos. G211-214, G/F., Phase II, Amoy Plaza, 77 Ngau Tau Kok Road

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	Branch Name	Address
New Territories	Tseung Kwan O Branch	Shop Nos. 2011–2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O
	Sha Tsui Road Branch	Shop 4, G/F., Chung On Building, 297–313 Sha Tsui Road, Tsuen Wan

or any one of the following branches of Standard Chartered Bank (Hong Kong) Limited:

	Branch Name	Address
Hong Kong Island	Central Branch	Shop no. 16, G/F and Lower G/F, New World Tower, 16-18 Queen's Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	North Point Centre Branch	North Point Centre, 284 King's Road, North Point
Kowloon	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F, Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
	Lok Fu Shopping Centre Branch	Shop G201, G/F., Lok Fu Shopping Centre
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin
	Yuen Long Fung Nin Road Branch	Shop B at G/F and whole 1/F, Man Cheong Building, 239-247 & 247A Castle Peak Road, Yuen Long
	Tuen Mun Town Plaza Branch	Shop No. G047 – G052, Tuen Mun Town Plaza Phase I, Tuen Mun
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

You can collect a **YELLOW** Application Form and this prospectus during normal business hours from 9:00 a.m. on Tuesday, November 30, 2010 till 12:00 noon on Friday, December 3, 2010 from:

- (1) the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or

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- (2) your stockbroker, who may have such Application Forms and this prospectus available.

How to complete the WHITE and YELLOW Application Forms

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(s) or banker's cashier order(s) 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.

You should note that by completing and submitting the **WHITE** or **YELLOW** Application Form, among other things:

- (a) you **instruct** and **authorize** us and/or the Joint Global Coordinators (or their respective agents or nominees) as agents for us to do on your behalf all things necessary to effect registration of any Hong Kong Offer Shares allocated to you in your name(s) or in the name of HKSCC Nominees, as the case may be, as required by the Memorandum and Articles of Association, and otherwise to give effect to the arrangements described in this prospectus and the Application Forms;
- (b) you **undertake** to sign all documents and to do all things necessary to enable you or HKSCC Nominees, 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 Memorandum and Articles of Association;
- (c) you **warrant** the truth and accuracy of the information contained in your application;
- (d) you **agree** that neither HKSCC nor HKSCC Nominees shall be liable to you in any way;
- (e) you **authorize** us to enter into a contract on your behalf with each of our Directors and officers of our Company whereby each such Directors and officer undertakes to observe and comply with his obligations to our Shareholders as stipulated in the Articles of Association;
- (f) 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 us, the Joint Global Coordinators, the Joint Sponsors, the Underwriters and other parties involved in the Global Offering nor any of their respective directors, employees, partners, agents, officers or advisors will infringe any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising

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from your rights and obligations under the terms and conditions contained in this prospectus and the Application Forms;

- (g) you **confirm** that you have received a copy of this prospectus and have only relied on the information and representations contained in this prospectus and the Application Forms in making your application and will not rely on any other information and representations save as set out in any supplement to this prospectus and you **agree** that neither the Company, the Joint Sponsors, the Joint Global Coordinators, the Underwriters, other parties involved in the Global Offering nor any of their respective directors, officers, employees, partners, agents or advisors will have any liability for any such other information or representations;
- (h) you **agree** that we, our Directors and any person who has authorized this prospectus are liable only for the information and representations contained in this prospectus and any supplement thereto;
- (i) you **agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (j) (if the application is made for your own benefit) you **warrant** that the application is the only application which has been or will be made for your benefit whether on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk);
- (k) (if the application is made by an agent on your behalf) you **warrant** that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- (l) (if you are an agent for another person) you **warrant** that you have made reasonable enquiries of that other person that the application is the only application which has been or 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 via CCASS or to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk), and that you are duly authorized to sign the Application Form or to give **electronic application instructions** as that other person's agent;
- (m) you **undertake** and **confirm** that, you (if the application is made for your benefit) or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, and have not received or been placed or allotted (including conditionally and/or

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provisionally) any Shares under the International Offering or otherwise participated in the International Offering;

- (n) you **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;
- (o) you **represent, warrant and undertake** that you understand that you are not or none of the persons for whose benefit you are applying is restricted by any applicable laws of Hong Kong or elsewhere from making the application, paying any application monies for, or being allotted or taking up any Hong Kong Offer Shares; and that the Shares have not been and will not be registered under the U.S. Securities Act and you and any person for whose account or benefit you are applying for the Hong Kong Offer Shares are non-U.S. persons outside the United States (as defined in Regulation S) and will be acquiring the Hong Kong Offer Shares in an offshore transaction (as defined in Regulation S);
- (p) you **agree** to disclose to us, the Joint Global Coordinators, the Joint Sponsors, the Underwriters, the Hong Kong Share Registrar, the receiving bankers and/or their respective advisors and agents, personal data and any information which they require about you or the person(s) for whose benefit you have made the application;
- (q) you **agree** with us and each Shareholder, and we agree with each Shareholder, to observe and comply with the Cayman Islands Companies Law and the Memorandum and Articles of Association;
- (r) you **undertake and agree** to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- (s) you **authorize** our Company to place your name(s) or HKSCC Nominees, as the case may be, on our Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and (subject to the terms and conditions set forth in this prospectus) our Company and/or our Company's agents to send any share certificate(s) (where applicable) and/or any refund cheque(s) (if any) to you or (in case of joint applicants) the first-named applicant in the Application Form by ordinary post at your own risk to the address stated on your Application Form (except if you have applied for 1,000,000 Hong Kong Offer Shares or more and have indicated in your Application Form you wish to collect your share certificate(s) (where applicable) and/or refund cheque(s) (if any) in person and have provided all information required in your Application Form);
- (t) you **agree** with our Company and each Shareholder that the Shares are freely transferable by the holders thereof; and

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- (u) you **confirm** that you have read the conditions and application procedures set out in this prospectus and the Application Forms and agree to be bound by them.

In order for the **YELLOW** Application Form to be valid:

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

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

- (i) 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 in the Application Form.

(b) If you are applying as an individual CCASS Investor Participant:

- (i) The Application Form must contain your NAME and Hong Kong I.D. Card number;
- (ii) Your participant I.D. must be inserted in the appropriate box in the Application Form.

(c) If you are applying as a joint individual CCASS Investor Participant:

- (i) The Application Form must contain all joint CCASS Investor Participants' NAMES and the Hong Kong I.D. Card number of all joint CCASS Investor Participants;
- (ii) Your participant I.D. must be inserted and the authorized signatory(ies) of the CCASS Investor Participant's stock account must sign in the appropriate box in the Application Form.

(d) If you are applying as a corporate CCASS Investor Participant:

- (i) The Application Form must contain your company NAME and Hong Kong business registration certificate number;
- (ii) Your participant I.D. and your company chop (bearing your company name) endorsed by its authorized signatory(ies) must be inserted in the appropriate box in the Application Form.

Incorrect or omission of details of the CCASS Participant (including participant I.D. and/or company chop bearing its company name) or omission or inadequacy of authorized signatory(ies) (if applicable) or other similar matters may render your application invalid.

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

4. APPLYING THROUGH WHITE FORM eIPO

General

- (i) If you are an individual and meet the criteria set out in paragraph headed "Who can apply for Hong Kong Offer Shares" in this section, you may apply through **White Form eIPO** by submitting an application through the designated website at **www.eipo.com.hk**. If you apply through **White Form eIPO**, the Shares will be issued in your own name.
- (ii) Detailed instructions for application through the **White Form eIPO** service are set out on the designated website at **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.
- (iii) If you give **electronic application instructions** through the designated website at **www.eipo.com.hk**, you will have authorised the designated **White Form eIPO** Service Provider to apply on the terms and conditions set out in this prospectus, as supplemented and amended by the terms and conditions applicable to the **White Form eIPO** service.
- (iv) In addition to the terms and conditions set out in this prospectus, the **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**. You will be required to read, understand and agree to such terms and conditions in full prior to making any application.
- (v) By submitting an application to the **White Form eIPO** Service Provider through the **White Form eIPO** service, you are deemed to have authorized the **White Form eIPO** Service Provider to transfer the details of your application to our Company and our Hong Kong Share Registrar.
- (vi) 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**.

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- (vii) You should give electronic application instructions through **White Form eIPO** at the times set out in paragraph headed “Members of the public – time for applying for Hong Kong Offer Shares” in this section below.

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**. If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on Friday, December 3, 2010, or such later time as described under the paragraph headed “Effect of bad weather on the opening of the application lists” in this section, the **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**.

- (viii) You will not be permitted to submit your application to the **White Form eIPO** Service Provider through the designated website at **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. on Friday, December 3, 2010, you will be permitted to continue the application process (by completing full payment of application monies) until 12:00 noon on the last day for submitting applications (i.e. Friday, December 3, 2010), when the application lists close. If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on Friday, December 3, 2010, or such later time as described in the paragraph headed “Effect of bad weather on the opening of the application lists” in this section, the **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**.

- (ix) **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 Sponsors, 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 paper 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 for each “China New Materials Holdings Limited” **White Form eIPO** application submitted via **www.eipo.com.hk** to support the funding of the “Source of DongJiang – Hong Kong Forest” project initiated by Friends of the Earth (HK).

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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 application through the **White Form eIPO** service, you are advised not to wait until the last day for lodging 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 (www.eipo.com.hk), you should submit a **WHITE** Application Form. However, once you have submitted **electronic application instructions** and completed payment in full using the 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 the paragraph headed “How many applications you may make” in this section.

Conditions of the White Form eIPO Service

In using the **White Form eIPO** service to apply for the Hong Kong Offer Shares, the applicant shall be deemed to have accepted the following conditions:

That the applicant:

- (i) **applies** for the desired number of Hong Kong Offer Shares on the terms and conditions of this prospectus and the **White Form eIPO** designated website at www.eipo.com.hk subject to the Memorandum and Articles of Association;
- (ii) **undertakes** and **agrees** to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to the applicant under such application;
- (iii) **warrants** that the application is the only application which has been or will be made whether on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the **White Form eIPO** Service Provider through the **White Form eIPO** service, to benefit the applicant or the person for whose benefit the applicant is applying;
- (iv) **undertakes** and **confirms** that the applicant and/or the person for whose benefit the applicant is applying have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, and have not received or been placed or allotted (including conditionally and/or provisionally) any Shares under the International Offering or otherwise participated in the International Offering;
- (v) **understands** that the declaration and representation will be relied upon by our Company and the Joint Global Coordinators in deciding whether or not to make any allotment of Hong Kong Offer Shares in response to such application;

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- (vi) **authorizes** our Company to place the applicant's name on our Company's register of members as the holder of any Hong Kong Offer Shares to be allocated to the applicant, and (subject to the terms and conditions set forth in this prospectus and the **White Form eIPO** application) to send any share certificate(s) (where applicable) by ordinary post at the applicant's own risk to the address given on the **White Form eIPO** application (except where the applicant has applied for 1,000,000 Hong Kong Offer Shares or more and that applicant collects any share certificate(s) in person in accordance with the procedures prescribed in the **White Form eIPO** designated website at **www.eipo.com.hk** and this prospectus);
- (vii) **requests** that any refund cheque be made payable to the applicant who had used multiple bank accounts to pay the application monies; and (subject to the terms and conditions set forth in this prospectus) to send any refund cheque by ordinary post and at the applicant's own risk to the address given on the **White Form eIPO** application (except where the applicant has applied for 1,000,000 or more Hong Kong Offer Shares and collects any refund cheque in person in accordance with the procedures prescribed in the **White Form eIPO** designated website at **www.eipo.com.hk** and this prospectus);
- (viii) **requests** that any e-Refund payment instructions be dispatched to the application payment account where the applicant had paid the application monies from a single bank account;
- (ix) has read the terms and conditions and application procedures set forth on the **White Form eIPO** designated website at **www.eipo.com.hk** and this prospectus and agrees to be bound by them;
- (x) **represent, warrant and undertake** that the applicant is not or none of the persons for whose benefit the applicant is applying is restricted by any applicable laws of Hong Kong or elsewhere from making the application, paying any application monies for, or being allotted or taking up any Hong Kong Offer Shares; and that the Shares have not been and will not be registered under the U.S. Securities Act and the applicant and any person for whose account or benefit the applicant is applying for the Hong Kong Offer Shares are non-U.S. persons outside the United States (as defined in Regulation S) and will be acquiring the Hong Kong Offer Shares in an offshore transaction (as defined in Regulation S); and
- (xi) **agrees** that such application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong.

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Supplemental Information

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

Effect of completing and submitting an application through the White Form eIPO service

By completing and submitting an application through the **White Form eIPO** service, you for yourself or as agent or nominee and on behalf of any person for whom you act as agent or nominee shall be deemed to:

- (a) **instruct** and **authorize** us and/or the Joint Global Coordinators (or their respective agents or nominees) as agents for us to do on your behalf all things necessary to effect registration of any Hong Kong Offer Shares allocated to you in your name as required by the Memorandum and Articles of Association, and otherwise to give effect to the arrangements described in this prospectus and the **White Form eIPO** designated website at **www.eipo.com.hk**;
- (b) **undertake** to sign all documents and to do all things necessary to enable you to be registered as the holder of the Hong Kong Offer Shares allocated to you, and as required by the Memorandum and Articles of Association;
- (c) **warrant** the truth and accuracy of the information contained in your application;
- (d) **authorize** us to enter into a contract on your behalf with each of the Directors and officers of our Company whereby each such Director and officer undertakes to observe and comply with his obligations to our Shareholders as stipulated in the Memorandum and Articles of Association;
- (e) if the laws of any place outside Hong Kong are applicable to your application, **agree** and **warrant** that you have complied with all such laws and none of us, the Joint Global Coordinators, the Joint Sponsors, the Underwriters and other parties involved in the Global Offering nor any of their respective directors, employees, partners, agents, officers or advisors will infringe any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus and the **White Form eIPO** designated website at **www.eipo.com.hk**;

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- (f) **confirm** that you have received a copy of this prospectus and have only relied on the information and representations contained in this prospectus in making your application and will not rely on any other information and representations save as set out in any supplement to this prospectus and you agree that neither the Company, the Joint Sponsors, the Joint Global Coordinators, the Underwriters, other parties involved in the Global Offering nor any of their respective directors, officers, employees, partners, agents or advisors will have any liability for any such other information or representations;
- (g) **agree** that we, our Directors and any person who has authorized this prospectus are liable only for the information and representations contained in this prospectus and any supplement thereto;
- (h) **agree** (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- (i) (if the application is made for your own benefit) **warrant** that the application is the only application which has been or will be made for your benefit whether on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk);
- (j) (if the 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 the application;
- (k) (if you are an agent for another person) **warrant** that you have made reasonable enquiries of that other person that the application is the only application which has been or 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 via CCASS or to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk), and that you are duly authorized to sign the Application Form or to give **electronic application instructions** as that other person's agent;
- (l) **undertake and confirm** that, you (if the application is made for your benefit) or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, and have not received or been placed or allotted (including conditionally and/or provisionally) any Offer Shares under the International Offering or otherwise participated in the International Offering;

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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) **represent, warrant and undertake** that you understand that you are not or none of the persons for whose benefit you are applying is restricted by any applicable laws of Hong Kong or elsewhere from making the application, paying any application monies for, or being allotted or taking up any Hong Kong Offer Shares; and that the Shares have not been and will not be registered under the U.S. Securities Act and you and any person for whose account or benefit you are applying for the Hong Kong Offer Shares are non-U.S. persons outside the United States (as defined in Regulation S) and will be acquiring the Hong Kong Offer Shares in an offshore transaction (as defined in Regulation S);
- (o) **agree** to disclose to us, the Joint Global Coordinators, the Joint Sponsors, the Underwriters, the Hong Kong Share Registrar, the receiving bankers and/or their respective advisors and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application;
- (p) **agree** with us and each Shareholder, and we agree with each Shareholder, to observe and comply with the Cayman Islands Companies Law and the Memorandum and Articles of Association;
- (q) **undertake and agree** to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- (r) **authorize** our Company to place your name(s), on our Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and (subject to the terms and conditions set forth in this prospectus) our Company and/or our Company's agents to send any share certificate(s) (where applicable) to you by ordinary post at your own risk to the address given on the **White Form eIPO** application (except if you have applied for 1,000,000 Hong Kong Offer Shares or more and collect your share certificate(s) in person in accordance with the procedures prescribed in the **White Form eIPO** designated website at **www.eipo.com.hk** and this prospectus;
- (s) **agree** with our Company and each Shareholder that the Shares are freely transferable by the holders thereof; and
- (t) **confirm** that you have read the conditions and application procedures set out in this prospectus and the **White Form eIPO** designated website at **www.eipo.com.hk** and agree to be bound by them.

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Our Company, the Joint Sponsors, the Joint Global Coordinators, the Underwriters, any other parties involved in the Global Offering and their respective directors, officers, employees, partners, agents and advisors are entitled to rely on any warranty, representation or declaration made by you in such application.

Additional information

For the purposes of allocating Hong Kong Offer 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** 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 Hong Kong Offer Shares for which you have applied, or if your application is otherwise rejected by the **White Form eIPO** Service Provider, the **White Form eIPO** Service Provider may adopt alternative arrangements for the refund of monies to you. Please refer to the additional information provided by the **White Form eIPO** Service Provider on the designated website at **www.eipo.com.hk**.

Otherwise, any monies payable to you due to a refund for any of the reasons set out below in the paragraph headed “Dispatch/collection of share certificates and refund of application monies” in this section.

Power of attorney

If your application is made by a person duly authorised under a power of attorney, Computershare Hong Kong Investor Services Limited (as agent of the Company) and the Joint Global Coordinators (on behalf of the Hong Kong Underwriters), our and/or their respective agents or nominees may accept it at our or the Joint Global Coordinators’ discretion, and subject to any conditions as we or the Joint Global Coordinators may think fit, including production of evidence of the authority of your attorney. Computershare Hong Kong Investor Services Limited (as agent of the Company), the Joint Global Coordinators and the designated **White Form eIPO** Service Provider and our or their respective agents and nominees have full discretion to reject or accept any application, in full or in part, without assigning any reason.

5. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC

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.

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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
2nd Floor, 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 our Company and our Hong Kong Share Registrar.

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:

- (a) 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;
- (b) HKSCC Nominees does the following things on behalf of each such person:
 - (i) **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;
 - (ii) **undertakes** and **agrees** to accept the Hong Kong Offer Shares in respect of which that person has given **electronic application instructions** or any lesser number;

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- (iii) **undertakes** and **confirms** that that person has not indicated an interest for, applied for or taken up or indicated an interest for, any Shares under the International Offering or otherwise participated in the International Offering;
- (iv) (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;
- (v) (if that person is an agent for another person) **declares** that that person has only given one set of **electronic application instructions** for the benefit of that other person and that that person is duly authorized to give those instructions as that other person's agent;
- (vi) **understands** that the above declaration will be relied upon by our Company, our Directors and the Joint Global Coordinators in deciding whether or not to make any allotment of 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;
- (vii) **authorizes** our Company to place the name of HKSCC Nominees on the register of members of our 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 our Company and HKSCC;
- (viii) **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;
- (ix) **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 representations save as set out in any supplement to this prospectus, and that person agrees that none of our Company, our Directors, the Joint Global Coordinators, the Joint Sponsors, the Underwriters and any of the parties involved in the Global Offering will have any liability for any such other information or representation;

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- (x) **agrees** that our Company, the Joint Global Coordinators, the Joint Sponsors, the Underwriters and any of their respective directors, officers, employees, partners, agents or advisors are liable only for the information and representations contained in this prospectus and any supplement thereto;
- (xi) **agrees** to disclose that person's personal data to our Company, our Hong Kong Share Registrar, the receiving bankers, the Joint Global Coordinators, the Underwriters and any of their respective advisors and agents and any information which they may require about that person for whose benefit the application is made;
- (xii) **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;
- (xiii) **agrees** that any application made by HKSCC Nominees on behalf of that person pursuant to **electronic application instructions** given by that person is irrevocable before December 10, 2010, such agreement to take effect as a collateral contract with our Company and to become binding when that person gives the instructions and such collateral contract to be in consideration of our Company agreeing that it will not offer any Hong Kong Offer Shares to any person before December 10, 2010 except by means of one of the procedures referred to in this prospectus. However, HKSCC Nominees may revoke the application before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day) if a person responsible for this prospectus under section 40 of the Companies Ordinance gives a public notice under that section which excludes or limits the responsibility of that person for this prospectus;
- (xiv) **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 our Company;
- (xv) **agrees** with our Company (for our Company itself and for the benefit of each of our Shareholders) that Shares in our Company are freely transferable by the holders hereof;

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- (xvi) **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 Hong Kong Offer Shares;
- (xvii) **agrees** with our Company, for ourselves and for the benefit of each of our Shareholders (and so that we will be deemed by our acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for ourselves and on behalf of each of our Shareholders, with each CCASS Participant giving **electronic application instructions**) to observe and comply with the Cayman Companies Law, the Companies Ordinance, the Memorandum and Articles of Association; and
- (xviii) **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.

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 our 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 Participants) to apply for the Hong Kong Offer Shares on your behalf;
- **instructed** and **authorized** HKSCC to arrange payment of the maximum offer price, and the related brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the price per Offer Share paid on application, refund of the application monies (in each case including brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) by crediting your designated bank account;
- **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.

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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 Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of 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.

Minimum application 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. No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

Allocation of Hong Kong Offer Shares

For the purposes of allocating 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 each such instructions is given will be treated as an applicant.

Time for inputting electronic application instructions

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

Tuesday, November 30, 2010	– 9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, December 1, 2010	– 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, December 2, 2010	– 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, December 3, 2010	– 8:00 a.m.⁽¹⁾ to 12:00 noon

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 Tuesday, November 30, 2010 until 12:00 noon on Friday, December 3, 2010 (24 hours daily, except the last application day).

HOW TO APPLY FOR HONG KONG OFFER SHARES

Section 40 of the Companies Ordinance

For the avoidance of doubt, we 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 (as applied by section 342E of the Companies Ordinance).

Personal Data

The section of the Application Form headed “Personal Data” applies to any personal data held by our Company, our Hong Kong Share Registrar, receiving bankers, the Joint Sponsors, the Joint Global Coordinators, the Underwriters and any of their respective advisors and agents about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

Warning

The application of the Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. We, our Directors, the Joint Sponsors, the Joint Global Coordinators, the Underwriters and any party or person 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 the CCASS Phone System or the CCASS Internet System to submit their **electronic application instructions**, they should either: (i) submit a **WHITE** or **YELLOW** Application Form (as appropriate); or (ii) go to HKSCC’s Customer Service Center to complete an input request form for **electronic application instructions** before 12:00 noon on Friday, December 3, 2010.

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

Applications on WHITE or YELLOW Application Forms

Completed **WHITE** or **YELLOW** Application Forms, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited – China New Materials Public Offer" (and crossed "**Account Payee Only**") for payment, must be lodged by 12:00 noon on Friday, December 3, 2010, or, if the application lists are not open on that day, then by 12:00 noon on the next day the lists are open.

Your completed Application Form, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited – China New Materials Public Offer" for payment, should be deposited in the special collection boxes provided at any of the branches of Industrial and Commercial Bank of China (Asia) Limited or Standard Chartered Bank (Hong Kong) Limited listed under the paragraph headed "Applying by using a **WHITE** or **YELLOW** Application Form – Where to collect the **WHITE** and **YELLOW** Application Forms" in this section at the following times:

Tuesday, November 30, 2010	– 9:00 a.m. to 5:00 p.m.
Wednesday, December 1, 2010	– 9:00 a.m. to 5:00 p.m.
Thursday, December 2, 2010	– 9:00 a.m. to 5:00 p.m.
Friday, December 3, 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 Friday, December 3, 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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White Form eIPO

You may submit your application to the **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk** from 9:00 a.m. on Tuesday, November 30, 2010 until 11:30 a.m. on Friday, December 3, 2010 or such later time as described under the paragraph headed “Effect of bad weather on the opening of the application lists” under this section 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 Friday, December 3, 2010, the last application day, or, if the application lists are not open on that day, then by the time and date stated in the paragraph headed “Effect of bad weather on the opening of the application lists” in this section.

You will not be permitted to submit your application to the White Form eIPO Service Provider through the designated website at 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. If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on Friday, December 3, 2010, or such later time as described under the paragraph headed “Effect of bad weather on the opening of the application lists” in this section, 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.

7. 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

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Friday, December 3, 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 warning signals in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon.

If the application lists of the Hong Kong Public Offering do not open and close on Friday, December 3, 2010 or if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force in Hong Kong on the other dates mentioned in the section headed “Expected timetable” in this prospectus, such dates mentioned in the section headed “Expected timetable” in this prospectus may be affected. An announcement will be made in such event.

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8. HOW MANY APPLICATIONS YOU MAY MAKE

Multiple applications or suspected multiple applications will be rejected.

You may make more than one application for the Hong Kong Offer Shares if and only if you are a nominee, in which case you may make an application 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 lodge more than one application in your own name on behalf of different beneficial owners. In the box on the 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 beneficial owner. If you do not include this information, the application will be treated as being for your own benefit.

As a nominee, you are deemed to have warranted that reasonable enquiries have been made of the beneficial owner that this is the only application which has been or will be made for his/her benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or designated **White Form eIPO** Service Provider and that you are duly authorized to sign the Application Form or to give **electronic application instructions** on behalf of the relevant beneficial owner on the terms set out in this prospectus and the Application Forms.

Otherwise, multiple applications are not allowed and will be rejected.

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 **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 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.

If you have made an application by giving **electronic application instructions** to HKSCC and you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of 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 purposes of considering whether multiple applications have been made. No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

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It will be a term and condition of all applications that by completing and delivering an Application Form or submitting an **electronic application instruction**, you:

- (if the application is made for your own benefit) **warrant** that the application made pursuant to the Application Form or **electronic application instruction** 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 **White Form eIPO** service;
- (if you are an agent for another person) **warrant** that reasonable enquiries have been made of that other person which confirm 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 **White Form eIPO** service; and that you are duly authorized to sign the Application Form or give **electronic application instruction** as that other person's agent.

Save as referred to in the above, all of your applications 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) on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Investor Participant or applying through a CCASS Clearing Participant or CCASS Custodian Participant) or to the **White Form eIPO** Service Provider through the designated **White Form eIPO** service; or
- both apply (whether individually or jointly) on one **WHITE** Application Form and one **YELLOW** Application Form or on one **WHITE** or **YELLOW** Application Form and give **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Investor Participant or applying through a CCASS Clearing Participant or CCASS Custodian Participant) or to the designated **White Form eIPO** Service Provider through the **White Form eIPO** service; or
- apply on one **WHITE** or **YELLOW** Application Form (whether individually or jointly) or by giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Investor Participant or applying through a CCASS Clearing Participant or CCASS Custodian Participant) or to the designated **White Form eIPO** Service Provider through the **White Form eIPO** service for more than 50% of the Hong Kong Offer Shares initially being offered for public subscription under the Hong Kong Public Offering as more particularly described in the paragraph headed "The Hong Kong Public Offering" under the section headed "Structure of the Global Offering" in this prospectus; or

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- have taken up, or indicated an interest or applied for, or have received or have been or will be placed or allocated (including conditionally and/or provisionally) any International Offer Shares under the International Offering and make an application on **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC via CCASS or to the designated **WHITE Form eIPO** service provider through the **White Form eIPO** service.

All of your applications will also be rejected as multiple applications if more than one application is made for your benefit (including the part of an application made by HKSCC Nominees acting on **electronic application instructions** or to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk)). If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company, then the application will be treated as being made for your benefit.

“**Unlisted company**” means a company with no equity securities listed on the Hong Kong Stock Exchange.

“**Statutory control**” in relation to a company means you:

- control the composition of the board of directors of the company; or
- control more than one-half of the voting power of the company; or
- hold more than one-half of the issued share capital of the 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).

9. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED 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 (whether you are making your application by an Application Form or electronically instructing HKSCC to cause HKSCC Nominees or the **White Form eIPO** Service Provider through the **White Form eIPO** Service to apply on your behalf), 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 an **electronic application instruction** to HKSCC or the **White Form eIPO** Service

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Provider, you agree that your application or the application made by HKSCC Nominees or the **White Form eIPO** Service Provider on your behalf is irrevocable on or before Friday, December 10, 2010. This agreement will take effect as a collateral contract with us and will become binding when you lodge your application or submit your **electronic application instructions** to HKSCC or to the **White Form eIPO** Service Provider. This collateral contract will be in consideration of our Company agreeing that we will not offer any Hong Kong Offer Shares to any person on or before Friday, December 10, 2010, being the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day) except by means of one of the procedures referred to in this prospectus.

You may only revoke your application or the application made on your behalf by HKSCC Nominees or the **White Form eIPO** Service Provider before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is not a business day) if a person responsible for this prospectus under section 40 of the Companies Ordinance (as applied by section 342E of the Hong Kong 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 procedure to be notified, all applications that have been submitted 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 the prospectus as supplemented.

If your application or the application made on your behalf by HKSCC Nominees or the **White Form eIPO** Service Provider has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the announcement of the results of allocation, and where such basis of allocation 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.

(b) Full discretion of our Company, the Joint Global Coordinators or the White Form eIPO Service Provider (where applicable) or our or their respective agents to reject or accept:

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

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

The allotment of Hong Kong Offer Shares to you or to HKSCC Nominees (if you give **electronic application instruction** to HKSCC or apply by a **YELLOW** Application Form) will be void if the Listing Committee of the Hong Kong Stock Exchange does not grant permission to list the Shares either:

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

(d) You will not receive any allotment if:

- you make multiple applications or you are suspected to have made multiple applications;
- you or the person whose benefits you apply for have taken up or indicated an interest or applied for or received or have been or will be placed or allocated (including conditionally and/or provisionally) any International Offer Shares under the International Offering or otherwise participated in the International Offering. By filling in any of the Application Forms or submitting **electronic application instructions**, you agree not to apply for or indicate an interest for 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 Shares in the International Offering, and to identify and reject indications of interest in the International Offering from investors who have received Shares in the Hong Kong Public Offering;
- your payment is not made correctly or you pay by cheque or banker's cashier order and the cheque or banker's cashier order is dishonored upon its first presentation;
- your Application Form is not completed in accordance with the instructions as stated in the Application Form (if you apply by an Application Form);
- 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**;
- we or the Joint Global Coordinators believe that by accepting your application, this would violate the applicable securities or other laws, rules or regulations of the jurisdiction in which your application is completed and/or signed;

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- if you apply for more than 50% of the Hong Kong Offer Shares initially being offered in the Hong Kong Public Offering for subscription (i.e. 14,625,000 Shares);
- the Underwriting Agreements do not become unconditional; or
- the Underwriting Agreements are terminated in accordance with their respective terms.

You should also note that you may apply for Hong Kong Offer Shares under the Hong Kong Public Offering or indicate an interest for International Offer Shares under the International Offering, but may not do both.

10. HOW MUCH ARE THE HONG KONG OFFER SHARES

The maximum offer price is HK\$3.33 per Hong Kong Offer Share. You must also pay brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%. This means that for one board lot of 1,000 Hong Kong Offer Shares, you will pay HK\$3,363.57. The Application Forms have tables showing the exact amount payable for the numbers of Hong Kong Offer Shares that may be applied for.

You must pay the maximum offer price and related brokerage, SFC transaction levy and the Stock Exchange trading fee in full when you apply for the Hong Kong Offer Shares. You must pay the amount payable upon application for Hong Kong Offer Shares by a cheque or a banker's cashier order in accordance with the terms set out in the Application Forms or this prospectus.

11. PUBLICATION OF RESULTS

We expect to publish the Offer Price, the level of applications of the Hong Kong Public Offering, the level of indication of interest in the International Offering and the basis of allotment of the Hong Kong Offer Shares on the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on or before December 10, 2010.

Results of allocations in Hong Kong Public Offering, including the final Offer Price, level of applications of the Hong Kong Public Offering, basis of allotment of Hong Kong Offer Shares and successful applicants' identification document numbers (where applicable) will be made available at the times and dates in the manner specified below:

- results of allocations will be available from our Company's website at www.china-newmaterials.com.hk and on the website of the Stock Exchange at www.hkexnews.hk from 9:00 a.m. on December 10, 2010;
- results of allocations will be available from our public offer website at www.iporesults.com.hk on a 24-hour basis from 8:00 a.m. on December 10, 2010 to 12:00 midnight on December 16, 2010. The user will be required to key

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in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its Application Form to search for his/her/its own allocation result;

- 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 Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from December 10, 2010 to December 13, 2010; and
- special allocation results booklets setting out the results of allocations will be available for inspection during opening hours from December 10, 2010 to December 11, 2010 and on December 13, 2010 of the branches of the receiving banks at the addresses set out in the paragraph headed “Applying by using a **WHITE** or **YELLOW** Application Form —Where to collect the **WHITE** and **YELLOW** Application Forms” above.

12. DISPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than HK\$3.33 per Offer Share (excluding brokerage, SFC transaction levy and Hong Kong 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 paragraph headed “Conditions of the Hong Kong Public Offering” under the section headed “Structure of the Global Offering” in this prospectus, 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 Hong Kong 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.

You will receive one share certificate for all the Hong Kong Offer Shares issued to you under the Hong Kong Public Offering (except pursuant to applications made on **YELLOW** Application Forms or by **electronic application instructions** to HKSCC via CCASS where the share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Subject 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 the Application Form:

- (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 (except for wholly successful and partially successful applicants on **YELLOW** Application Forms whose share certificates will be deposited into CCASS as described below); and/or

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- (b) refund cheque crossed “Account Payee Only” in favor of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) surplus application monies for the Hong Kong Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application monies, if the application is wholly unsuccessful; and/or (iii) the difference between the Offer Price and the initial price per Offer Share paid on application in the event that the Offer Price is less than the initial price per Offer Share paid on application, in each case including related brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% but without interest.

Part of your Hong Kong identity card number/passport number, or, if you are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of or may invalidate your refund cheque.

Subject as mentioned below, refund cheques for surplus application monies (if any) in respect of wholly and partially unsuccessful applications under **WHITE** or **YELLOW** Application Forms and share certificates for wholly or partially successful applicants under **WHITE** Application Forms or by giving **electronic application instructions** through the **White Form eIPO** service are expected to be posted on or around December 10, 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 December 13, 2010 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the paragraph headed “Underwriting arrangements and expenses – Hong Kong Underwriting Agreement – Grounds for termination” under the section headed “Underwriting” in this prospectus has not been exercised.

If you apply using a WHITE Application Form:

If you have applied for 1,000,000 Hong Kong Offer Shares or more and you have indicated on your **WHITE** Application Form to collect your refund cheque (if any) and/or share certificate(s) (where applicable) in person, you may collect your refund cheque (if any) and/or share certificate (where applicable) from our Hong Kong share Registrar, 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 December 10, 2010 or any other date as notified by us in the newspapers as the date of dispatch/collection of e-Refund payment instructions/refund cheques/share certificates. Applicants being individuals who opt for personal collection must not authorize any other person to

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make collection on their behalf. Applicants being corporations which opt for personal collection must attend by their authorized representatives bearing a letters of authorization from their corporations stamped with the corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to the Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque (if any) and share certificate(s) (where applicable) personally within the time specified for collection, they will be dispatched thereafter to you or, if you are joint applicants, to the first-named applicant on your Application Form, by ordinary post to the address as specified in your Application Form at your own risk.

If you have applied for 1,000,000 Hong Kong Offer Shares or more and have not indicated on your Application Forms that you will collect your share certificate(s) and/or refund cheque (if any) in person, or you have applied for less than 1,000,000 Hong Kong Offer Shares or if your application is rejected, not accepted or accepted in part only, or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the paragraph headed "Conditions of the Hong Kong Public Offering" under the section headed "Structure of the Global Offering" in this prospectus, or if your application is revoked or any allotment pursuant thereto has become void, your share certificate(s) (where applicable) and/or refund cheque (if any) in respect of the application monies or the appropriate portion thereof, together with the related brokerage, Stock Exchange trading fee and SFC transaction levy (without interest) will be sent to the address on your Application Form on December 10, 2010 by ordinary post and at your own risk.

If you apply using a YELLOW Application Form:

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 December 10, 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 allotted to you with that CCASS Participant.

If you are applying as a CCASS Investor Participant, you should check the results of Hong Kong Public Offering via the means described in the paragraph headed "Publication of results" in this section on December 10, 2010 and report any discrepancies to HKSCC before 5:00 p.m. on December 10, 2010 or such other time/date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your CCASS Investor Participant stock account, you can check your new account balance via the CCASS Phone System and

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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 CCASS Investor Participant stock account.

If you apply for 1,000,000 Hong Kong Offer Shares or more and you have elected on your **YELLOW** Application Form that you wish to collect your refund cheque (if any) in person, please follow the same instructions as those for **WHITE** Application Form applicants as described above.

If you have applied for 1,000,000 Hong Kong Offer Shares or above but have not indicated on your Application Form that you wish to collect your refund cheque (if any) in person, or you have applied for less than 1,000,000 Hong Kong Offer Shares or if your application is rejected, not accepted or accepted in part only, or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the paragraph headed "Conditions of the Hong Kong Public Offering" under the section headed "Structure of the Global Offering" in this prospectus, or if your application is revoked or any allotment pursuant thereto has become void, your refund cheque (if any) in respect of the application monies or the appropriate portion thereof, together with the related brokerage, Stock Exchange trading fee, and SFC transaction levy (without interest) will be sent to the address on your Application Form on December 10, 2010 by ordinary post and at your own risk.

If you apply through the White Form eIPO service

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 **White Form eIPO** Service Provider through the designated website at **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 December 10, 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 **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 **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk** on December 10, 2010 by ordinary post and at your own risk.

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If you apply through the **White Form eIPO** service and paid the application monies from a single bank account, refund monies (if any) will be dispatched to the application payment bank account in the form of e-Refund payment instructions. If you apply through **White Form eIPO** service and paid the application monies from multiple bank accounts, refund monies (if any) will be dispatched to the address as specified on your **White Form eIPO** application in the form of refund cheque, by ordinary post 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 **White Form eIPO** Service Provider set out above in the paragraph headed “Applying through White Form eIPO — Additional information” in this section.

If you apply by giving electronic application instructions to HKSCC

Allocation of Hong Kong Offer Shares

For the purposes of allocating 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 each such instruction is given will be treated as an applicant.

Deposit of share certificates into CCASS and refund of application monies

- No temporary documents of title will be issued. No receipt will be issued for application monies received.
- If 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 the credit of the stock account of the CCASS Participant which you have instructed to give **electronic application instructions** on your behalf or your CCASS Investor Participant stock account on December 10, 2010 or, in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees.
- We expect to publish the application results of CCASS Participants’ applications (and where the CCASS Clearing Participant or CCASS Custodian Participant, we will include information relating to the relevant beneficial owner, if supplied), your Hong Kong identity card/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Hong Kong Public Offering in the manner described in the paragraph headed “Publication of results” on December 10, 2010. You should check the results published by us and report any discrepancies to HKSCC before 5:00 p.m. on December 10, 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees.

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- If you have instructed your CCASS Clearing Participant or CCASS Custodian Participant to give **electronic application instructions** on your behalf, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that CCASS Clearing Participant or CCASS Custodian Participant.
- If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you 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) on December 10, 2010. Immediately following the credit of the Hong Kong Offer Shares to your CCASS Investor Participant stock account and the credit of refund monies to your designated bank account, HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.
- Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the initial price per Offer Share paid on application, in each case including the related brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, will be credited to your designated bank account or the designated bank account of your broker or custodian on December 10, 2010. No interest will be paid thereon.

13. COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence on December 13, 2010.

The Shares will be traded in board lots of 1,000 each. The stock code of the Shares is 1887.

14. SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply 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 HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day.

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All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional advisor for details of the 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.