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

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

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

### **INFORMATION ABOUT THE GLOBAL OFFERING**

The Global Offering comprises initially of 86,100,000 New Shares for the Hong Kong Public Offer and 774,900,000 Shares for the International Placing (comprising 631,400,000 New Shares and 143,500,000 Sale Shares), subject to the Over-allotment Option. The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by us, the Selling Shareholder, the Sole Global Coordinator, the Sole Bookrunner, the Sole Sponsor, the Joint Lead Managers, the Underwriters, any of our/their respective directors, agents, employees, advisers or any other party involved in the Global Offering.

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

### **UNDERWRITING**

For applicants under the Hong Kong Public Offer, this prospectus and the Application Forms contain the terms and conditions of the Hong Kong Public Offer.

The Listing is sponsored by the Sole Sponsor. Pursuant to the Hong Kong Underwriting Agreement, the Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and the Price Determination Agreement on the Price Determination Date. The Global Offering is lead managed by the Joint Lead Managers.

The International Placing Agreement relating to the International Placing is expected to be entered into on or around the Price Determination Date. If for any reason, the Offer Price is not agreed among our Company (for itself and on behalf of the Selling Shareholder) and the Sole Global Coordinator (on behalf of the Underwriters), the Global Offering will not proceed and will lapse.

### **DETERMINATION OF OFFER PRICE**

The final Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (on behalf of the Underwriters) and our Company (for itself and on behalf of the Selling

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Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or before Tuesday, 7 December 2010 and, in any event, not later than on Monday, 13 December 2010 (Hong Kong time) (unless further extended at the sole discretion of the Sole Global Coordinator (or behalf of the Underwriters)). If, for whatever reason, the final Offer Price is not agreed between the Sole Global Coordinator and our Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date, the Global Offering will not proceed and will lapse immediately. Further information about the Underwriters and the underwriting arrangements is set out in the section headed “Underwriting” in this prospectus.

### **RESTRICTIONS ON OFFER AND SALE OF THE OFFER SHARES**

Each person acquiring the Offer Shares will be required to, or be deemed by his/her acquisition of the Offer Shares to, confirm that he/she is aware of the restrictions on offers of the Offer Shares described in the prospectus. No action has been taken to permit an offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than in Hong Kong. Accordingly, this prospectus or the related Application Forms may not be used for the purpose of, and does not (and is not intended to) constitute an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus or the related Application Forms and the offering and sales of the Offer Shares in other jurisdictions may be restricted by law and therefore persons who possess this prospectus or any of the related Application Forms should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

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

We have applied to the Listing Committee for the listing of, and permission to deal in, the Offer Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may fall to be issued upon the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme). Except as disclosed in this prospectus, no part of our share or loan capital is listed on or dealt in on any other stock exchange and no such listing of or permission to deal in our securities on any other stock exchange is being or proposed to be sought in the near future.

### **HONG KONG SHARE REGISTER AND HONG KONG STAMP DUTY**

All Shares issued pursuant to applications made in the Global Offering will be registered on our Company’s register of members to be maintained in Hong Kong by the Hong Kong Share Registrar.

Dealings in the Shares registered in the register of our Company in Hong Kong will be subject to Hong Kong stamp duty. For further details about Hong Kong stamp duty, please seek professional tax advice.

Unless determined otherwise by our Company, dividends payable in Hong Kong dollars in respect of the Shares will be paid to the Shareholders listed on the register of our Company in Hong Kong, by ordinary post, at the Shareholders’ risk, to the registered address of each Shareholder.

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### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Applicants for the Offer Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding and dealing in the Shares. It is emphasised that none of our Company, the Selling Shareholder, the Sole Global Coordinator, the Sole Bookrunner, the Sole Sponsor, the Joint Lead Managers, the Underwriters, any of our/their respective directors, supervisors, agents or advisers or any other party involved in the Global Offering accepts responsibility for any tax effects or liabilities of holders of the Shares resulting from the subscription, purchase, holding or disposal of the Shares.

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

The procedure for applying for Offer Shares is set out in the section headed “How to Apply for Hong Kong Public Offer Shares” in this prospectus and on the relevant Applications Forms.

### **STRUCTURE OF THE GLOBAL OFFERING**

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

### **LANGUAGE**

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail, save and except for translated English names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities included in this prospectus and for which no official English translation exists, the Chinese names shall prevail. The translated English names are unofficial translations for your reference only.

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

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance 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 on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.