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## **INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER**

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

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Listing Rules for the purpose of giving information to the public with regard to our Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquires, that to the best of their knowledge and belief:

- (a) the information contained in this prospectus is accurate and complete in all material aspects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this prospectus misleading; and
- (c) all opinions expressed in this prospectus have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### **FULLY UNDERWRITTEN**

The Share Offer comprises the Placing and the Public Offer. The Share Offer is an offer by our Company of 40,000,000 Shares under the Public Offer (subject to reallocation) and 360,000,000 Shares under the Placing (subject to reallocation and the Over-allotment Option), in each case at the Offer Price. Details of the structure of the Share Offer are set out in the section headed "Structure of the Share Offer" of this prospectus. This prospectus and the Application Forms relating thereto set out the terms and conditions of the Share Offer.

The Share Offer is sponsored by the Sponsor, managed by the Lead Manager and the Sole Bookrunner and is fully underwritten by the Underwriters as referred to in the paragraph headed "Underwriting arrangements and expenses" in the section headed "Underwriting" of this prospectus.

In the event that the Company and the Lead Manager (for itself and on behalf of the other Underwriters) are unable to reach an agreement on the Offer Price on or before the Price Determination Date or such other date or time as may be agreed between the Company and the Lead Manager (for itself and on behalf of the other Underwriters) but in any event, not later than 12:00 noon on Thursday, 6 January 2011, the Share Offer will not become unconditional and will lapse immediately.

### **OFFER SHARES TO BE OFFERED IN HONG KONG ONLY**

No action has been taken in any jurisdiction other than Hong Kong to permit the offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any circumstances in which such offer or invitation is not authorized or to any person to whom it is unlawful to

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make an unauthorized offer or invitation. The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus. No person is authorized in connection with the Share Offer to give any information, 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 authorized by our Company, the Sponsor, the Lead Manager, the Sole Bookrunner, the Underwriters, any of their respective directors or any other person or parties involved in the Share Offer.

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

Our Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued as mentioned in this prospectus, and any Shares which may fall to be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme.

No part of our Company's share or loan capital is listed or dealt in on any other stock exchange. At present, our Company is not seeking or proposing to seek the listing of or permission to deal in its Shares and loan capital on any other stock exchange.

### **STAMP DUTY**

All Offer Shares will be registered on our Company's branch register of members maintained in Hong Kong. Only Shares registered in our Company's branch register of members maintained in Hong Kong may be traded on the Stock Exchange. Dealings in Shares registered in our Company's branch register of members maintained in Hong Kong will be subject to Hong Kong stamp duty.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

If you are unsure about the taxation implications of subscribing for or purchasing, holding or disposing of or dealing in the Offer Shares, you should consult an expert. None of our Company, the Directors, the Sponsor, the Lead Manager, the Sole Bookrunner, the Underwriters, their respective directors and any other person involved in the Share Offer accepts responsibility for any tax effects on, or liability of, any person or holders of Shares resulting from subscribing for, purchasing, holding or disposing of or dealing in the Offer Shares.

### **OVER-ALLOTMENT OPTION AND STABILIZATION**

Details of the arrangements relating to the Over-allotment Option and the related stabilization exercise are set out in the section headed "Structure of the Share Offer" of this prospectus.

### **PROCEDURE FOR APPLICATION FOR THE PUBLIC OFFER SHARES**

The procedure for application for the Public Offer Shares is set out in the section headed "How to apply for Public Offer Shares" of this prospectus and on the relevant Application Forms.

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### **STRUCTURE OF THE SHARE OFFER**

Details of the structure of the Share Offer, including conditions of the Share Offer, are set out in the section headed “Structure of the Share Offer” of this prospectus.

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

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and our Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date HKSCC chooses. Investors should seek the advice of their stockbroker or other professional advisor for details of those settlement arrangements as such arrangements will affect their rights, interest and liabilities.

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 necessary arrangements have been made for the Shares to be admitted to CCASS.

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

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

Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Tuesday, 11 January 2011.

The Shares will be traded in board lots of 5,000 Shares each.