

# IMPORTANT

*IMPORTANT: If you are in any doubt about the contents of this prospectus, you should seek independent professional advice.*



## BAOXIN AUTO GROUP LIMITED

寶信汽車集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>: 379,320,000 Shares (comprising 328,740,000 new Shares and 50,580,000 Sale Shares, subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 37,932,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 341,388,000 Shares (comprising 290,808,000 new Shares and 50,580,000 Sale Shares, subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$10.80 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 1293</b>

*Sole Global Coordinator*

**Morgan Stanley**

*Joint Sponsors*

**Morgan Stanley**

**J.P.Morgan**

*Joint Bookrunners and Joint Lead Managers*

**Morgan Stanley**

**J.P.Morgan**



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be determined by agreement between the Joint Bookrunners (on behalf of the Underwriters), the Selling Shareholder and our Company on or about Wednesday, December 7, 2011 and, in any event, not later than Thursday, December 8, 2011. The Offer Price will be not more than HK\$10.80 per Offer Share and is currently expected to be not less than HK\$8.50 per Offer Share, unless otherwise announced. Investors applying for the Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$10.80 per Offer Share, together with brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is less than HK\$10.80 per Offer Share.

The Joint Bookrunners (on behalf of the Underwriters), with the consent of our Company and the Selling Shareholder, may reduce the indicative Offer Price range stated in this prospectus and/or reduce the number of Offer Shares being offered pursuant to the Global Offering at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction of the indicative Offer Price range and/or the number of Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the Company's website at [www.klbaixin.com](http://www.klbaixin.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" in this prospectus. If, for any reason, the Offer Price is not agreed between our Company, the Selling Shareholder and the Joint Bookrunners (on behalf of the Underwriters), the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse. Please also see the section headed "Underwriting—Underwriting Arrangements and Expenses—The Hong Kong Public Offering—Grounds for Termination" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Offer Shares are being offered and sold within the United States only to "qualified institutional buyers" as defined in Rule 144A. The Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S.

\* For identification purposes only