This summary aims to give you an overview of the information contained in this prospectus. As it is a summary, it does not contain all the information that may be important to you. You should read the whole document in its entirety before you decide to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed "Risk Factors" of this prospectus. You should read that section carefully before you invest in our Offer Shares.

In this prospectus, a "4S" dealership store refers to an authorized dealership store that offers "sales, spare parts, services and surveys", namely, a full range of dealership products and services that include sales of automobiles and spare parts, approved maintenance and repair services and the conduct of customer and market surveys for automobile manufacturers. Non-4S dealership stores only offer a portion of the products or services available at 4S dealership stores.

The number of 4S dealership stores referred to in this prospectus includes a jointly-controlled entity whose revenues and sales volume are not included in our combined data. Accordingly, our financial results, including sales revenues, gross profits and gross profit margins, and operating data, such as sales volumes, discussed in this prospectus do not include corresponding results or data of that jointly-controlled entity.

OUR BUSINESS

Overview

According to Euromonitor, we are a leading luxury 4S dealership group in China in terms of sales volume and number of dealership stores for BMW with a rapidly growing ultra-luxury dealership business. We have a well-established network comprising 28 4S dealership stores (including a jointly-controlled entity) as of September 30, 2011, 18 of which were luxury and ultra-luxury brand stores. As of the Latest Practicable Date, we had received manufacturers' authorizations, conditional approvals and non-binding letters of intent to establish another 14 luxury and ultra-luxury brand 4S dealership stores, showrooms and repair center, including five stores which we expect to commence operations by December 31, 2011. All of our 4S dealership stores are strategically located in populous and affluent regions in China with rapidly growing local economies. Our strong brand portfolio includes luxury brands such as BMW, MINI, Audi, and Cadillac, ultra-luxury brands such as Land Rover & Jaguar, and other popular mid-to-upper market brands, such as Buick, Toyota, Honda, Nissan, Volkswagen, Chevrolet and Hyundai. Sales under our luxury and ultra-luxury brands have contributed to an increasing percentage of our revenue and gross profit from automobile sales over the Track Record Period, accounting for 59.8%, 70.6%, 77.9% and 85.6% of our revenue from automobile sales, and 80.4%, 80.9%, 87.8% and 93.8% of our gross profit from automobile sales, in 2008, 2009, 2010 and the six months ended June 30, 2011, respectively. We believe that our focus on luxury and ultra-luxury brands has enabled us to achieve rapid revenue and profit growth and increasing profit margins over the Track Record Period.

Our Track Record

Since we commenced operation in 1999 and became one of the first authorized dealerships for Audi in 1999, we have established a proven track record in building successful, high quality 4S dealership stores. We opened one of the first BMW Brilliance authorized 4S dealership stores in China in 2004 and have since become one of BMW's most important and largest dealerships in China in terms of 2010 sales volume. BMW was one of the best-selling and one of the fastest growing luxury automobile brands in terms of sales volumes in China in 2010, according to Euromonitor. See "Industry Overview—The PRC Passenger Vehicle Market—Luxury and ultra-luxury passenger vehicles outpaced the growth of the overall market" for our categorization of luxury, ultra-luxury, mid-to-upper and low end passenger vehicles. In 2010, China was the third largest market for BMW, and the fastest growing of its three largest markets worldwide in terms of sales volume according to BMW's 2010 annual report. In 2010, three of our BMW 4S dealership stores ranked 2nd, 3rd and 9th, respectively, out of the 10 BMW 4S dealership stores nationwide that won its Best Dealership Quality Award. This ranking takes into account all operational aspects of a 4S dealership store, including sales performance, customer service quality and customer satisfaction rates. We were the only dealership group to achieve multiple placings in this ranking by BMW, which had around 170 authorized 4S dealership stores in China at the time of the ranking. In addition, in 2010, two of our BMW stores were ranked 1st and 3rd, respectively, in BMW's list of its 10 best 4S dealership stores nationwide for after-sales business. We commenced operation of three Land Rover & Jaguar dealership stores from November 2010 (when we started our cooperation with Land Rover & Jaguar) to June 30, 2011. According to Euromonitor, this makes us the dealership group which opened the largest number of Land Rover & Jaguar dealership stores in this period and one of the largest Land Rover & Jaguar dealership groups in eastern China in terms of the number of stores as of June 30, 2011. We believe that our leading position and superior operational capabilities and expertise have enabled us to develop long term and stable relationships with leading automobile manufacturers and placed us in a strong position to win additional authorizations from existing and new automobile manufacturers in the future for our organic expansion and potential acquisitions.

We sold 14,081 units, 17,138 units, 22,314 units and 12,976 units of automobiles in 2008, 2009, 2010 and the six months ended June 30, 2011, respectively. The following table sets forth a breakdown by geography of the average sales volume per store and average revenue from automobile sales per store of our Comparable Stores for Automobile Sales of luxury and ultra-luxury brands:

	Year Ended December 31,										Six Months Ended June 30,					
	2008		2009				2010				2010		2011			
Revenue Source	Sales Volume	Revenue	Sales Volume	Growth	Revenue	Growth	Sales Volume	Growth	Revenue	Growth	Sales Volume	Revenue	Sales Volume	Growth	Revenue	Growth
	Unit	RMB million	Unit	%	RMB million	%	Unit	%	RMB million	%	Unit	RMB million	Unit	%	RMB million	%
Automobile Sales																
Luxury and ultra-luxury brand automobile sales																
Shanghai	1,298	572.5	1,570	21.0	733.1	28.1	2,060	31.2	970.4	32.4	913	434.5	1,187	30.0	572.0	31.6
Jiangsu	1,669	823.1	1,733	3.8	849.0	3.1	1,972	13.8	977.2	15.1	905	437.9	1,025	13.3	473.7	8.2
Zhejiang	—	—	—	—	—	—	—	—	—	—	—	—	976	—	497.5	—
Greater Bohai Rim Economic Region	—	—	—	—	—	—	—	—	—	—	—	—	649	—	336.6	—
Average:	**1,422**	**656.0**	**1,624**	**14.2**	**771.8**	**17.7**	**2,030**	**25.0**	**972.6**	**26.0**	**910**	**435.6**	**1,000**	**9.9**	**491.6**	**12.9**

Average sales volume per store of all of our three luxury dealership stores that have been in operation for at least 24 months as of January 1, 2011 grew by 24.5% from 910 units in the six months ended June 30, 2010 to 1,133 units in the six months ended June 30, 2011, while their average revenue from automobile sales per store grew by 23.8% from RMB435.6 million in the six months ended June 30, 2010 to RMB539.2 million in the six months ended June 30, 2011.

Our after-sales business, which generates recurring revenues and high profit margins for us, has grown significantly over the Track Record Period. During the years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011, the gross margins of our after-sales services were significantly higher than those of automobile sales. We expect that, with the continued expansion of our customer base, our after-sales business will continue to grow. The following table sets forth a breakdown by geography of the average revenue from after-sales business per store and the gross profit margin of our Comparable Stores for After-sales Business of luxury and ultra-luxury brands:

	Year Ended December 31,								Six Months Ended June 30,				
	2008		2009			2010			2010		2011		
Revenue Source	**Revenue**	**Gross Margin**	**Revenue**	**Growth**	**Gross Margin**	**Revenue**	**Growth**	**Gross Margin**	**Revenue**	**Gross Margin**	**Revenue**	**Growth**	**Gross Margin**
	RMB million	**%**	**RMB million**	**%**	**%**	**RMB million**	**%**	**%**	**RMB million**	**%**	**RMB million**	**%**	**%**
After-sales business													
Luxury and ultra-luxury brand													
Shanghai	81.5	40.9	94.8	16.3	46.5	114.7	21.0	49.3	49.4	49.8	57.8	17.0	47.7
Jiangsu	52.9	41.6	70.8	33.8	50.3	70.4	(0.6)	44.6	33.9	43.6	34.1	0.6	47.8
Zhejiang	—	—	—	—	—	—	—	—	—	—	—	—	—
Greater Bohai Rim Economic Region	—	—	—	—	—	—	—	—	—	—	—	—	—
Average:	**71.9**	**41.0**	**86.8**	**20.7**	**47.6**	**99.9**	**15.1**	**48.2**	**44.2**	**48.2**	**49.9**	**12.9**	**47.7**

The following table sets out a breakdown of our gross profits and gross profit margins for the periods indicated:

	Year Ended December 31,						Six Months Ended June 30,			
	2008		2009		2010		2010		2011	
	Gross Profit	**Gross Margin**	**Gross Profit**	**Gross Margin**	**Gross Profit**	**Gross Margin**	**Gross Profit**	**Gross Margin**	**Gross Profit**	**Gross Margin**
	RMB'000	**%**	**RMB'000**	**%**	**RMB'000**	**%**	**RMB'000**	**%**	**RMB'000**	**%**
Automobile Sales										
Luxury and ultra-luxury brands	83,688	4.2	190,567	5.7	375,165	6.7	167,198	6.8	346,728	8.2
Mid-to-upper market brands	20,394	1.5	45,070	3.2	52,230	3.3	23,363	3.3	22,929	3.2
Sub-total	104,082	3.1	235,637	5.0	427,395	6.0	190,561	6.0	369,657	7.5
After-Sales Business										
Luxury and ultra-luxury brands	88,605	40.9	131,397	47.3	181,459	47.5	77,268	47.5	105,387	47.1
Mid-to-upper market brands	63,402	42.8	71,052	45.0	79,144	47.6	34,523	45.8	44,019	50.2
Sub-total	152,007	41.6	202,449	46.5	260,603	47.5	111,791	47.0	149,406	48.0
Total	256,089	6.9	438,086	8.5	687,998	8.9	302,352	8.9	519,063	9.9

We have recorded significant growth in our revenues and profits during the Track Record Period. Our revenue increased from RMB3,701.3 million in 2008 to RMB5,164.7 million in 2009 and RMB7,716.6 million in 2010, representing a CAGR of 44.4%, and grew by 54.3% from RMB3,392.7 million for the six months ended June 30, 2010 to RMB5,233.3 million for the same period of 2011 while our net profits increased from RMB57.5 million in 2008 to RMB175.8 million in 2009 and RMB307.7 million in 2010, representing a CAGR of 131.3%, and grew by 63.0% from RMB131.2 million for the six months ended June 30, 2010 to RMB213.9 million for the same period of 2011. Our gross profit margins for automobile sales increased from 3.1% in 2008 to 5.0% in 2009, 6.0% in 2010 and 7.5% for the six months ended June 30, 2011, while our gross profit margins for our after-sales business increased from 41.6% in 2008 to 46.5% in 2009, 47.5% in 2010 and 48.0% for the six months ended June 30, 2011.

Network Expansion

We have a proven track record for rapid organic expansion and have accelerated the growth in our network since early 2009 by increasing the number of our 4S dealership stores from 13 as of December 31, 2008 to 28 (including a jointly-controlled store) as of September 30, 2011. As of September 30, 2011, over 40% of our luxury and ultra-luxury 4S dealership stores had been operating for less than one year. As our newer stores continue to ramp up their operations, we expect them to experience higher revenue growth rates than our more established stores and to contribute to an increasing percentage of our revenues and gross profits in 2011 and 2012. We operated two, six, nine and 11 BMW 4S dealership stores as of December 31, 2008, 2009, 2010 and June 30, 2011, respectively. In addition, we opened a BMW authorized repair center in 2010. Revenues derived from these BMW dealership stores and the repair center were RMB1,680.6 million, RMB2,958.2 million, RMB5,075.4 million and RMB3,403.9 million in 2008, 2009, 2010 and the six months ended June 30, 2011, respectively, accounting for 45.4%, 57.3%, 65.8% and 65.0% of our total revenue for the relevant period. Since July 1, 2011, we have commenced operation at a new BMW dealership store, and as of the Latest Practicable Date, we received BMW's authorizations, conditional approvals and non-binding letters of intent to establish four additional BMW 4S dealership store and showrooms by the end of 2011 and another six BMW 4S dealership stores and a repair center in 2012. We will seek opportunities to expand through further organic expansion and selective acquisitions in existing and new areas and to diversify our portfolio of luxury and ultra-luxury automobile brands. With our large and strategically located dealership network, we have been able to achieve synergies that provide significant competitive advantages in China's highly fragmented automobile dealership industry. Our operating scale allows us to better manage our automobiles and spare parts inventory turnover, coordinate and aggregate our purchases of automobile accessories and other products and implement a systematic approach to train and promote talented personnel.

Our Dealership Arrangements

Each of our 4S dealership store is subject to a non-exclusive dealership authorization agreement between us and the PRC affiliate or representative of the relevant automobile manufacturer. The terms and conditions of these dealership authorization agreements vary according to the policies and practices of different automobile manufacturers. In general, each agreement specifies the location of the dealership store and requires the store to sell only the brands and models of the relevant automobile manufacturer and to observe its recommended retail pricing guidelines from time to time. These agreements range in duration from one to three years but are subject to early termination in the event of default. None of our dealership authorization agreements were subject to early termination or not renewed upon expiry during the Track Record Period. See "Our Business—Our Dealership Network—Dealership Arrangements" for further information regarding our dealership agreements.

Automobile Recalls

We assist automobile manufacturers to process and handle recalls of their automobiles at their request. Automobile recalls are usually made as a result of design or production defects in the affected automobiles and related policies and procedures vary for different automobile manufacturers. We are compensated by automobile manufacturers for the repair services performed by us in connection with their automobile recalls and are not liable under PRC law or our dealership authorization agreements for design or production defects in the automobiles sold through our dealership stores. See "Our Business—After-Sales Services—Automobile recalls" for additional information.

Regulatory Matters

Under the Catalogue of Industries for Guiding Foreign Investment promulgated by MOFCOM and NRDC, non-PRC investors are not permitted to own more than 49% of any automobile dealership groups with more than 30 dealership stores. Upon completion of the Reorganization, all of our PRC subsidiaries will be wholly- or majority-owned directly or indirectly by our Company, a company incorporated in the Cayman Islands. We operated 28 4S dealership stores as of September 30, 2011. As of the Latest Practicable Date, we received automobile manufacturers' authorizations, conditional approvals and non-binding letters of intent to establish another 14 luxury and ultra-luxury brand 4S dealership stores, showrooms and repair center. Eight of these planned stores have been duly established with the relevant approvals from the relevant local branches of SAIC. We have been advised by our PRC legal advisors, Jingtian & Gongcheng, that there will be no substantive legal impediment for us to obtain approval from MOFCOM or its local counterparts for the establishment of the planned new stores. See "Risk Factors—Risks Relating to Our Business—Our status as a foreign enterprise could complicate our efforts to make acquisitions or expand our dealership network in the PRC" and "Regulatory Overview—Regulations Relating to the PRC Automobile Industry—30 Dealership Limitation" for additional information.

There are no current litigation or arbitration proceedings or any pending or threatened litigation or arbitration proceedings against us or any of our Directors that could have a material adverse effect on our financial condition or results of operations. In the opinion of our PRC legal advisors, we have complied with relevant PRC laws, rules and regulations in all material respects, save as disclosed under "Risk Factors—Risks Relating to Our Business—We have not yet obtained valid titles or rights to use certain properties or the required permits for construction and development on certain properties occupied by us" and "Our Business—Legal Proceedings and Regulatory Compliance". Our PRC legal advisors, Jingtian & Gongcheng, have confirmed that we have been in compliance with all relevant PRC laws, rules and regulations in all material respects during the Track Record Period.

OUR COMPETITIVE STRENGTHS

Our competitive strengths include the following:

- As a leading luxury 4S dealership group in China, we are well positioned to benefit from the anticipated rapid growth in China;

- We have a well-established network of stores strategically located in populous and affluent regions with rapidly growing economies;
- Our superior sales, after-sales services and other operational capabilities and expertise enabled us to form strong partnerships with leading automobile manufacturers;
- We have a proven track record for rapid organic expansion and successfully managing our store network across different areas;
- We are led by an experienced senior management team with a proven track record and we have a large and growing pool of skilled employees to support our expanding network and business; and
- Our large operating scale allows us to enjoy competitive advantages in China's highly fragmented automobile dealership industry.

OUR STRATEGIES

We intend to implement the following principal strategies to grow our business:

- Continue to expand our dealership network and brand offerings through organic store growth and selective acquisitions;
- Continue to enhance and expand our after-sales capabilities and capacity;
- Further enhance our operational capabilities and sales and marketing efforts; and
- Continue to attract, train and retain skilled employees to support our future growth and expansion.

SELLING SHAREHOLDER

Pursuant to the International Underwriting Agreement, Baoxin Investment will sell 50,580,000 Shares, representing approximately 2.00% of the total issued share capital of our Company immediately following completion of the Global Offering (assuming that the Over-allotment Option is not exercised). In addition, the Selling Shareholder and we expect to grant the Over-allotment Option to the International Underwriters, pursuant to which, the Selling Shareholder may be required to sell up to an additional 28,449,000 Shares, representing 7.5% of the Offer Shares initially available under the Global Offering at the Offer Price.

For more details of the Selling Shareholder, please see the section headed "Relationship with our Controlling Shareholders—Selling Shareholder" in this prospectus.

PRE-IPO INVESTORS

On August 4, 2010, Shanghai Baoxin, amongst others, entered into an investment agreement (supplemented by a supplemental agreement dated December 2, 2010) with Huakong Innovation and Huakong Industry pursuant to which Huakong Innovation and Huakong Industry agreed to subscribe for an aggregate of 11.11% of the equity interests in Shanghai Baoxin for a consideration of RMB500 million. As part of the reorganisation of the Group, on June 28, 2011, Suzhou Baoxin entered into an equity transfer agreement with each of the shareholders of Shanghai Baoxin, pursuant to which Huakong Innovation and Huakong Industry transferred 4.866% and 3.244% of the equity interests in Shanghai Baoxin to Suzhou Baoxin, respectively. On July 8, 2011, Tsinghua Fund I, Tsinghua Fund II, Innovation

Capital, the Company and others entered into a shareholders' agreement which contains similar rights as that of the investment agreement (as supplemented) dated August 4, 2010 between Shanghai Baoxin and others as a result of which Tsinghua Fund I, Tsinghua Fund II and Innovation Capital subscribed for a total of 8.11% of the entire issued shares in the Company. The management and the ultimate investors of Huakong Innovation and Huakong Industry are identical to Innovation Capital and Tsinghua Fund I, Tsinghua Fund II respectively.

ONSHORE ACQUISITION

Following the pre-IPO investment and other transactions described above, Huakong Innovation and Huakong Industry owned 3% in Shanghai Baoxin. With a view to further increasing our shareholding interests and consolidating control in Shanghai Baoxin and its subsidiaries and following the investment of the pre-IPO investors in Shanghai Baoxin and the overseas reorganisation, Suzhou Baoxin entered into an equity transfer agreement with Huakong Innovation and Huakong Industry on June 28, 2011, pursuant to which Huakong Innovation and Huakong Industry agreed to sell and Suzhou Baoxin agreed to purchase 3% of the equity interests in Shanghai Baoxin at a consideration of RMB550,000,000 upon completion of the Global Offering. The consideration will be financed by the proceeds obtained from the Global Offering. The transfer of equity interests is expected to be completed within two weeks after the Listing Date. Such transaction was not entered as a condition to the Pre-IPO Investors investment in 2010. For details of the transfer please refer to "Our History and Reorganization—Reorganization—Onshore Acquisition".

SUMMARY COMBINED FINANCIAL INFORMATION

The following is a summary of our combined financial information as of and for the three years ended December 31, 2008, 2009 and 2010 and the six months period ended June 30, 2011, extracted from the Accountants' Report set out in Appendix I to this prospectus.

Combined Income Statements

The following table sets forth, for the periods indicated, our combined results of operations.

	Year Ended December 31,			Six Months Ended June 30,	
	2008	2009	2010	2010	2011
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Revenue	3,701,261	5,164,730	7,716,564	3,392,733	5,233,328
Cost of sales and services provided	(3,445,172)	(4,726,644)	(7,028,566)	(3,090,381)	(4,714,265)
Gross profit	256,089	438,086	687,998	302,352	519,063
Other income and gains, net	12,903	26,965	37,482	16,654	38,414
Selling and distribution costs	(97,892)	(133,756)	(177,100)	(82,195)	(131,761)
Administrative expenses	(53,469)	(68,596)	(90,985)	(42,119)	(90,997)
Profit from operations	117,631	262,699	457,395	194,692	334,719
Finance costs	(39,671)	(26,033)	(48,378)	(19,378)	(48,076)
Share of (loss)/profit of a jointly-controlled entity	—	(33)	2,907	118	2,275
Profit before tax	77,960	236,633	411,924	175,432	288,918
Tax	(20,504)	(60,788)	(104,266)	(44,239)	(75,014)
Profit for the year/period	57,456	175,845	307,658	131,193	213,904
Attributable to:					
Owners of the parent	57,673	174,756	303,940	129,298	204,013
Non-controlling interests	(217)	1,089	3,718	1,895	9,891
	57,456	175,845	307,658	131,193	213,904

Combined Statements of Financial Position

	As of December 31,			As of June 30,
	2008	2009	2010	2011
	RMB'000	RMB'000	RMB'000	RMB'000
Non-current Assets				
Property, plant and equipment	280,982	409,274	520,707	664,000
Land use rights	74,296	72,638	327,938	175,163
Intangible assets	—	—	—	2,264
Prepayments	2,110	2,171	7,554	12,125
Interest in a jointly-controlled entity	—	4,967	7,874	10,149
Deferred tax assets	6,371	5,782	6,549	9,171
Total non-current assets	363,759	494,832	870,622	872,872
Current Assets				
Inventories	359,894	420,165	737,953	1,515,202
Trade receivables	28,849	41,736	42,847	54,253
Prepayments, deposits and other receivables	214,596	478,905	897,726	1,078,113
Amounts due from related parties	—	1,000	33,900	37,835
Pledged bank deposits	111,971	163,623	276,149	496,818
Cash in transit	7,550	17,423	14,022	33,660
Cash and cash equivalents	86,194	212,793	384,476	414,099
Total current assets	809,054	1,335,645	2,387,073	3,629,980
Current liabilities				
Bank loans and other borrowings	262,159	547,988	807,339	1,182,456
Trade and bills payables	297,836	327,593	589,645	1,222,511
Dividend payable	—	—	—	4,932
Other payables and accruals	130,186	170,324	164,375	281,564
Amounts due to related parties	17,879	148,814	5,385	1,143,991
Income tax payable	18,196	69,804	152,713	176,607
Total current liabilities	726,256	1,264,523	1,719,457	4,012,061
Net Current Assets/(Liabilities)	82,798	71,122	667,616	(382,081)
Total Assets Less Current Liabilities	446,557	565,954	1,538,238	490,791
Net Assets	446,557	565,954	1,538,238	490,791
EQUITY				
Equity attributable to owners of the parent				
Share capital	—	—	—	—
Reserves	443,926	562,234	1,465,573	463,804
	443,926	562,234	1,465,573	463,804
Non-controlling interests	2,631	3,720	72,665	26,987
Total equity	446,557	565,954	1,538,238	490,791

PROFIT FORECAST FOR THE YEAR ENDING DECEMBER 31, 2011

On the bases and assumptions set out in the section headed "Profit Forecast" in Appendix III to this prospectus and in the absence of unforeseen circumstances, certain profit forecast data of the Group for the year ending December 31, 2011 are set out below:

Consolidated forecast profit attributable to owners of the Company(1)(2)	Not less than RMB600.0 million (approximately HK$735.7 million)
Unaudited pro forma forecast earnings per Share(3)	Not less than RMB0.237 (approximately HK$0.291)

Notes:

(1) The bases and assumptions on which the above profit forecast for the year ending December 31, 2011 have been prepared are summarized in Appendix III to this prospectus.

(2) The consolidated forecast profit attributable to owners of the Company for the year ending December 31, 2011 prepared by our Directors is based on the audited combined results of our Group for the six months ended June 30, 2011, the unaudited consolidated results of our Group for the three months ended September 30, 2011 and a forecast of the consolidated results of our Group for the remaining three months ending December 31, 2011 on the basis that the current group structure had been in existence throughout the whole financial year ending December 31, 2011. The forecast has been prepared on the basis of the accounting policies being consistent in all material aspects with those currently adopted by our Group as set out in the Accountants' Report in Appendix I to this prospectus.

(3) The unaudited pro forma forecast earnings per Share is calculated by dividing the consolidated forecast profit attributable to owners of the Company for the year ending December 31, 2011 by a total of 2,528,740,000 Shares in issue, assuming that the Global Offering has been completed on January 1, 2011 (without taking into account the Over-allotment Option).

USE OF PROCEEDS

We estimate that the aggregate net proceeds we will receive from the Global Offering (after deducting underwriting fees and estimated expenses payable by us in connection with the Global Offering, and assuming an Offer Price of HK$9.65 per Offer Share, being the mid-point of the indicative Offer Price range and no exercise of any Over-allotment Option) will be approximately HK$2,973 million.

We currently intend to use the net proceeds of the Global Offering in the following manner:

- approximately RMB550 million as consideration to purchase an aggregate of 3% equity interests in Shanghai Baoxin, a key operating subsidiary of the Company, held by Huakong Industry and Huakong Innovation. We plan to consummate this purchase within two weeks of the Listing Date. The consideration of RMB550 million is currently expected to be kept in an escrow account to be released pending compliance with SAFE and other regulatory procedures. For details of the transfer please refer to "Our History and Reorganization—Reorganization—Onshore Acquisition";

Out of the remaining net proceeds, being approximately HK$2,299 million (based on the mid-point of the Offer Price range):

- approximately 80% (or approximately HK$1,839 million based on the mid-point of the Offer Price range) for the expansion of our 4S dealership store network through organic growth and, if suitable opportunities arise, through selective acquisitions, alliances, joint ventures and other strategic investments. Certain details of our expansion plan of 4S dealership store network are set out below in "—Expansion Plan";

- approximately 5% (or approximately HK$115 million based on the mid-point of the Offer Price range) for the establishment of additional authorized repair centers and to upgrade and expand our after-sales service capability and capacity including expanding the after-sales service areas of our existing 4S dealership stores, purchasing related equipment and hiring additional technicians and other after-sales personnel. Certain details of our expansion plan of additional authorized repair centers are set out below in "—Expansion Plan";

- approximately 5% (or approximately HK$115 million based on the mid-point of the Offer Price range) for the general upgrade, maintenance and refurbishment of our existing 4S dealership stores; and

- approximately 10% (or approximately HK$230 million, based on the mid-point of the Offer Price range) for working capital and other general corporate purposes.

The additional net proceeds that we will receive if the Over-allotment Option is exercised in full will be approximately HK$264 million (assuming the Offer Price at the mid-point of the Offer Price range of HK$9.65).

If the Offer Price is fixed at HK$10.80, being the highest price within the Offer Price range, our net proceeds will increase by (i) approximately HK$363 million, assuming the Over-allotment Option is not exercised; and (ii) approximately HK$394 million, assuming the Over-allotment Option is exercised in full. If the Offer Price is fixed at HK$8.50, being the lowest price within the Offer Price range, our net proceeds will decrease by (i) approximately HK$363 million, assuming the Over-allotment Option is not exercised; and (ii) approximately HK$394 million, assuming the Over-allotment Option is exercised in full.

Our Directors currently intend to adjust the allocation of our actual net proceeds from the Global Offering, after deducting the amount payable for the acquisition of the 3% equity interest in Shanghai Baoxin, to the different uses stated above proportionately as indicated to the extent there is any difference in our actual net proceeds compared to the estimated amounts of the net proceeds calculated based on the mid-point of the Offer Price range presented above. We will make an appropriate announcement if there is any material change to the uses of proceeds as stated above.

We estimate that the net proceeds to be received by the Selling Shareholder from the Global Offering will range from approximately HK$413 million (assuming an Offer Price of HK$8.50 per Share, being the low end of the proposed Offer Price range) to HK$524 million (assuming an Offer Price of HK$10.80 per Share, being the high end of the proposed Offer Price range), after deducting any fees and/or expenses which may be payable by the Selling Shareholder to the Joint Bookrunners in relation to the Global Offering and assuming the Over-allotment Option is not exercised. The additional net proceeds that the Selling Shareholder will receive if the Over-allotment Option is exercised in full will be approximately HK$264 million (assuming the Offer Price at the mid-point of the stated Offer Price range of HK$9.65). We will not receive any of the net proceeds from the sale of 50,580,000 Shares by the Selling Shareholder in the Global Offering or the offer of the additional 28,449,000 Shares by the Selling Shareholder pursuant to the exercise of the Over-allotment Option.

Expansion Plan

As of the Latest Practicable Date, we had received automobile manufacturers' authorizations, conditional approvals and non-binding letters of intent to establish another 14 luxury and ultra-luxury brand 4S dealership stores, showrooms and repair center. Our showrooms engage in sales of automobiles but do not offer after-sales services. The details of these stores are described below:

Geographical Location	Brand	Store Type	Actual/Planned Commencement Date
Ningbo, Zhejiang Province	BMW	Showroom	November 2011
Qingdao, Shandong Province	BMW	Showroom	November 2011
Tianjin	BMW	Showroom	November 2011
Zibo, Shandong Province	Land Rover & Jaguar	4S store	November 2011
Dandong, Liaoning Province	BMW	4S store	December 2011
Tianjin	Land Rover & Jaguar	4S store	1st quarter of 2012
Dongguan, Guangdong Province	BMW	4S store	2nd quarter of 2012
Wuxi, Jiangsu Province	BMW	4S store	2nd quarter of 2012
Yantai, Shandong Province	BMW	4S store	2nd quarter of 2012
Fuyang, Zhejiang Province	BMW	4S store	2nd quarter of 2012
Shanghai	Audi	4S store	2nd quarter of 2012
Shenyang, Liaoning Province	BMW	Repair center	2nd quarter of 2012
Beijing	BMW	4S store	2nd quarter of 2012
Shanghai	BMW	4S store	4th quarter of 2012

Approximately 80% and 5% of the remaining net proceeds from the Global Offering, after deducting approximately RMB550 million as consideration for purchasing the 3% equity interest in Shanghai Baoxin, will be used for (i) the expansion of our 4S dealership store network and (ii) establishing additional authorized repair centers and to upgrade and expand our after-sales service capabilities, respectively, including to establish and launch the stores described above. Apart from the remaining net proceeds (if any) from the Global Offering, we expect to fund our capital expenditure for establishing additional 4S dealership stores, showrooms and repair centers by (i) cash from automobile sales and after-sales business, (ii) cash from other operating activities, such as automobile insurance commissions; and (iii) proceeds from bank loans and other borrowings.

As at the Latest Practicable Date, we do not have any understanding, commitment or agreement, and we are not engaged in any related negotiations and have not entered into any letter of intent (legally binding or otherwise), with respect to any acquisitions, alliances, joint ventures or strategic investments. See "Our Business—Our Strategies—Continue to expand dealership network and brand offerings through organic store growth and selective acquisitions".

To the extent that any net proceeds are not immediately applied to the above purposes and to the extent permitted by applicable law and regulations, we intend to deposit such amounts into short-term demand deposit accounts with authorized financial institutions. Our PRC legal advisors, Jingtian & Gongcheng, have confirmed that no provision for PRC enterprise income tax should be required for any interest income arising from the proceeds of the Global Offering as our Group does not intend to deposit the proceeds of the Global Offering in PRC banks or financial institutions. When we receive the net proceeds from the Global Offering, we will apply for the relevant approvals from the PRC Government authorities to remit such proceeds to our subsidiaries in the PRC. There is no assurance regarding whether or when such approvals can be obtained.

OFFER STATISTICS

	Based on an Offer Price per Share of HK$8.50	**Based on an Offer Price per Share of HK$10.80**
Market capitalisation of our Shares(1)	HK$21,494 million	HK$27,310 million
Unaudited pro forma adjusted consolidated net tangible asset value per Share(2)	RMB1.02 (HK$1.25)	RMB1.26 (HK$1.54)

(1) The calculation of market capitalisation is based on 2,528,740,000 Shares expected to be in issue immediately following completion of the Global Offering and the Capitalisation Issue. It does not take into account any Shares which may be issued upon exercise of the Over-allotment Option or the options which may be granted under the Share Option Scheme.

(2) The unaudited pro forma adjusted consolidated net tangible assets attributable to the equity holders of the Company per Share has been arrived on the basis of a total of 2,528,740,000 Shares in issue immediately following completion of the Global Offering and the Capitalisation Issue. It does not take into account any Shares which may be issued upon exercise of the Over-allotment Option or the options which may be granted under the Share Option Scheme.

DIVIDEND POLICY

Our Shareholders will be entitled to receive dividends that we declare. The payment and the amount of any dividends will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our Directors deem relevant. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the Companies Law, including the approval of our Shareholders. In addition, our Controlling Shareholders will be able to influence the approval by our Shareholders in a general meeting for any payment of dividends.

Subject to the factors above, our shareholders have resolved that an accumulated earnings of RMB227.6 million generated by our subsidiaries in China during the Track Record Period will be retained and used by these subsidiaries in China for further business development purposes when appropriate opportunities arise and will not be distributed in the foreseeable future. In 2008, our subsidiaries in China did not declare any dividends. In the years ended December 31, 2009, 2010 and the six months ended June 30, 2011, our subsidiaries in China declared dividends of RMB14.6 million, RMB4.4 million and RMB453.3 million, respectively. The dividends declared by our subsidiaries in 2009 and 2010, respectively, have been paid to Mr. Yang Aihua. The dividends declared by our subsidiaries in the six months ended June 30, 2011 will be funded by our internal resources and paid to our shareholders before the Listing Date. Our Directors are satisfied, after due and careful inquiry, that after such dividend payment, we will still have sufficient funds available to satisfy our working capital requirements, including to fund our planned dealership network expansion, for at least 12 months following the date of this prospectus. We currently intend to pay dividends of no more than 30% of our profits available for distribution of each accounting year beginning from the year ended December 31, 2011. Going forward, we will re-evaluate our dividend policy in light of our financial position and the prevailing economic climate. The determination to pay dividends, however, will be made at the discretion of our Board and will be based upon our earnings, cash flow, financial condition, capital requirements, statutory fund reserve requirements and any other conditions that our Directors deem relevant. The payment of dividends may also be limited by legal restrictions and by financing agreements that we may enter into in the future. The amounts of distribution that we have declared and made in the past should not be taken as indications of the dividends, if any, that we may pay in the future.

Future dividend payments will also depend on the availability of dividends received from our operating subsidiaries in China. PRC laws require that dividends be paid only out of the net profit calculated according to PRC accounting principles, which differ in many aspects from generally accepted accounting principles in other jurisdictions, including IFRS. PRC laws also require our subsidiaries in China to set aside part of their net profit as statutory reserves, which are not available for distribution as cash dividends. Distributions from our operating subsidiaries may also be restricted if they incur debt or losses or in accordance with any restrictive covenants in bank credit facilities, convertible bond instruments or other agreements that we or our subsidiaries may enter into in the future.

RISK FACTORS

There are certain risks involved in our operations, many of which are beyond our control. These risks can be categorized into (i) risks relating to our business; (ii) risks relating to our industry; (iii) risks relating to conducting business in the PRC; and (iv) risks relating to the Global Offering. Additional risks and uncertainties presently not known to us or not expressed or implied below, or that we currently deem immaterial could also harm our business, financial condition and operating results.

Risks Relating to Our Business

- Our business and operations depend on, and are subject to restrictions imposed by, our dealership authorization agreements with our automobile manufacturer partners. If one or more of these agreements is terminated or not renewed, or if our business dealings with any automobile manufacturer are otherwise reduced, our business, results of operations and prospects could be adversely affected.
- Our business and operations are subject to restrictions imposed by automobile manufacturers, and we depend on their cooperation in many different aspects of our operations. If our relationship with any automobile manufacturer were to deteriorate, our business, results of operations and growth could be negatively affected.
- We depend on our BMW brand dealership stores and our dealership arrangements with our other major automobile manufacturer partners for a significant portion of our revenues.
- Our status as a foreign enterprise could complicate our efforts to make acquisitions or expand our dealership network in the PRC.
- A substantial majority of our existing stores are located in Shanghai, Jiangsu and Zhejiang.
- We have experienced significant growth over the Track Record Period and we may not sustain similar growth rates or financial performance in the future. We have recorded, and may continue to record, negative operating cashflows due to our rapid expansion.
- We recorded net current liabilities as of June 30, 2011 and we cannot assure you that we will not have net current liabilities in the future.
- Implementing our expansion plan may expose us to certain risks.
- Our business and financial performance depends on our ability to manage our inventory effectively.
- We may not be able to obtain adequate financing on commercially reasonable terms on a timely basis or at all. Any future equity may dilute your interest in our Company, and any debt financing may contain covenants that restrict our business or operations.
- We depend on key individuals of our senior management team and our ability to attract, train, motivate and retain an adequate number of skilled personnel.
- We have not yet obtained valid titles or rights to use certain properties or the required permits for construction and development on certain properties occupied by us.
- Any automobile recall could have a negative impact on our results of operations, financial condition and growth prospects.
- Our insurance coverage may be inadequate to protect us from certain types of losses.
- We depend on our information technology systems.

- Our business is subject to seasonal fluctuation.

Risks Relating to Our Industry

- Our performance and growth prospects may be adversely affected by the increasingly competitive nature of the PRC automobile dealership industry.

- The global economy is facing significant risks from the ongoing economic crisis in various developed countries, which may adversely affect the PRC economy and our business and results of operations.

- If there is any further fiscal or credit tightening by the PRC Government, demand for our automobiles and after-sales services, as well as our access to external financing, may decrease.

- Higher fuel prices, stricter fuel economy and emission standards and higher fuel-related taxes on automobile consumption may reduce the demand for automobiles.

- We operate in a highly regulated industry, and any failure by us to comply with applicable laws, rules or regulations, or to obtain or maintain necessary approvals, licenses and permits, may adversely affect our business and operations and subject us to fines and other penalties.

- Anti-congestion regulations and ordinances of certain Chinese cities may restrict local demand for automobiles.

Risks Relating to Conducting Business in the PRC

- Changes in PRC economic, political and social conditions, as well as government policies, could have a material adverse effect on our business, financial condition, results of operations and prospects.

- Uncertainties with respect to the PRC legal system could have a material adverse effect on us.

- There are significant uncertainties under the EIT Law relating to our PRC enterprise income tax liabilities.

- Under the EIT Law, we may be classified as a "resident enterprise" of the PRC. Such classification could result in unfavorable tax consequences to us and our non-PRC shareholders.

- PRC regulation of loans and direct investment by offshore holding companies in PRC entities may delay or prevent us from using the proceeds we receive from this offering to make loans or additional capital contributions to our PRC subsidiaries.

- Our ability to pay dividends and utilize cash resources in our subsidiaries is dependent upon our subsidiaries' earnings and distributions.

- Failure by our Shareholders or beneficial owners who are PRC residents to make any required applications and filings pursuant to regulations relating to offshore investment activities by PRC residents may prevent us from being able to distribute profits and could expose us and our PRC resident shareholders to liability under the PRC laws.

- Government control over currency conversion may affect the value of our Shares and limit our ability to utilize our cash effectively.

- Fluctuation in the exchange rates of the Renminbi may have a material adverse effect on your investment.

- It may be difficult to effect service of process upon, or to enforce against, us or our Directors or members of our senior management who reside in the PRC, in connection with judgements obtained in non-PRC courts.

- The state of the PRC's political relationships with other countries may affect the performance of our business.

Risks Relating to the Global Offering

- The interests of the Company's Controlling Shareholders may conflict with the best interests of its other shareholders.

- Investors will experience dilution in the pro forma net tangible book value per Share because the Offer Price is higher than our net tangible book value per Share.

- The trading volume and market price of our Shares following the Global Offering may be volatile.

- Future sales or perceived sales of substantial amounts of our securities in the public market, including any future sale of our Shares by those Shareholders that are currently subject to contractual and/or legal restrictions on share transfers, could have a material adverse effect on the prevailing market price of our Shares and our ability to raise capital in the future, and may result in dilution of your shareholding in our Company.

- Due to a gap of up to five business days between pricing and trading of our Shares and given that our Shares will not commence trading on the Hong Kong Stock Exchange until the Listing Date, the initial trading price of our Shares could be lower than the Offer Price.

- An active trading market in our Shares may not develop, which could have a material adverse effect on our Share price and your ability to sell your Shares.

- There are risks associated with forward-looking statements.

- Certain industry statistics contained in this prospectus are derived from various publicly available government or official sources and may not be accurate or reliable.