

IMPORTANT

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



**SPT Energy Group Inc.**

華油能源集團有限公司\*

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

## GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>: 335,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Public Offer Shares</b>	<b>: 33,500,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 301,500,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>: Not more than HK\$1.63 per Offer Share (payable in full on application, plus a brokerage of 1.0%, an SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005% and subject to refund) and expected to be not less than HK\$1.23 per Offer Share</b>
<b>Nominal value</b>	<b>: US\$0.0001 per Share</b>
<b>Stock code</b>	<b>: 1251</b>

**Sole Sponsor and Sole Global Coordinator**

**Morgan Stanley**

**Joint Bookrunners and Joint Lead Managers**

**Morgan Stanley**



A copy of this prospectus, having attached thereto the documents specified in the section entitled "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" in this prospectus, has been registered with 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 as to the contents of this prospectus or any other documents referred to above. Hong Kong Exchanges and Clearing Limited, The Hong Kong Stock Exchange 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.

The Offer Price is expected to be determined by agreement between our Company and the Sole Global Coordinator (on behalf of the Underwriters) at the Price Determination Date. The Price Determination Date is expected to be on or around 19 December 2011 or such later time as may be agreed by our Company and the Sole Global Coordinator (on behalf of the Underwriters), but in any event no later than 22 December 2011.

**The Offer Price will be not more than HK\$1.63 per Offer Share and is currently expected to be not less than HK\$1.23 per Offer Share. Investors applying for Hong Kong Public Offer Shares must pay, on application, the maximum Offer Price of HK\$1.63 per Offer Share, unless otherwise announced, together with a 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 lower than HK\$1.63. The Sole Global Coordinator (on behalf of the Underwriters), with the consent of our Company, may reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction in the number of Offer Shares being offered under the Global Offering and/or of the indicative offer price range will be published in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If applications for Hong Kong Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or indicative offer price range is so reduced, such applications cannot subsequently be withdrawn. Further details are set out in the sections entitled "Structure of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares" in this prospectus. If, for any reason, the Offer Price is not agreed between our Company and the Sole Global Coordinator (on behalf of the Underwriters) on or before 22 December 2011, the Global Offering will not proceed and will lapse.**

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus and the related Application Forms, including the risk factors set out in the section entitled "Risk Factors" in this prospectus.

Pursuant to the termination provisions contained in the Underwriting Agreements in respect of the Offer Shares, the Sole Global Coordinator, on behalf of the Underwriters, has the right in certain circumstances, in the sole discretion of the Sole Global Coordinator, to terminate the obligations of the Underwriters pursuant to the Underwriting Agreements at any time prior to 8:00 a.m. (Hong Kong time) on the date when dealings in our Shares first commence on The Hong Kong Stock Exchange of Hong Kong Limited (such first dealing date is currently expected to be 23 December 2011). Further details of the terms of the termination provisions are set out in the paragraph entitled "Grounds for termination" under the section entitled "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur.

\* for identification purposes only

14 December 2011

**IMPORTANT**

We will be relying on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice and will be issuing the **WHITE** and **YELLOW** Application Forms without them being accompanied by a printed prospectus. The contents of this prospectus are identical to the electronic form prospectus which can be accessed and downloaded from the websites of our Company at [www.spt.cn](http://www.spt.cn), under the “Investor Relations>Prospectus” section, and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), under the “HKExnews>Listed Company Information>Latest Listed Company Information” section, respectively.

Members of the public who wish to obtain a copy of this printed prospectus may obtain a copy, free of charge, upon request during normal business hours from 9:00 a.m. on Wednesday, 14 December 2011 until 12:00 noon on Monday, 19 December 2011 at the following locations:

1. the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong;

2. any of the following addresses of the Sole Sponsor and/or the Hong Kong Underwriters:

**Morgan Stanley Asia Limited**, 46th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong;

**Oriental Patron Securities Limited**, 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong;

**CITIC Securities Corporate Finance (HK) LTD**, 26/F, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong;

**China Merchants Securities (HK) Co., Limited**, 48/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong;

**OSK Securities Hong Kong Limited**, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong;

**First Shanghai Securities Limited**, 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong; and

**Guotai Junan Securities (Hong Kong) Limited**, 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong; and

3. any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island:	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
Kowloon:	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
New Territories:	Tai Po Branch	23 & 25 Kwong Fuk Road, Tai Po Market, Tai Po

During normal business hours from 9:00 a.m. on Wednesday, 14 December 2011 until 12:00 noon on Monday, 19 December 2011, at least three copies of this printed prospectus will be available for inspection at every location where the **WHITE** and **YELLOW** Application Forms are distributed as set out in the section headed “How to Apply for Hong Kong Public Offer Shares—Channels of Applying for the Hong Kong Public Offer Shares—Where to collect the **WHITE** and **YELLOW** Application Forms” in this prospectus.