

CONTENTS

IMPORTANT NOTICE TO INVESTORS

We have issued this prospectus solely in connection with the Global Offering and the Offer Shares, and it does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Offer Shares offered by this prospectus pursuant to the Global Offering. No person may use this prospectus for the purpose of, and it does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. We have taken no action to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, and we have taken no action to permit the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this prospectus and the Application Forms to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made in this prospectus must not be relied on by you as having been authorized by us, the Sole Global Coordinator, any of the Underwriters, any of their respective directors, agents, employees or advisers, or any other person or party involved in the Global Offering.

	<u>Page</u>
Expected Timetable	iii
Summary	1
Definitions	22
Glossary of Technical Terms	44
Forward-Looking Statements	45
Risk Factors	46
Waivers from Strict Compliance with the Listing Rules and Exemptions from the Companies Ordinance	78
Information About This Prospectus and the Global Offering	82
Directors and Parties Involved in the Global Offering	87
Corporate Information	91
Industry Overview	94
History, Reorganization and Corporate Structure	116

CONTENTS

	<u>Page</u>
Business	144
Connected Transactions	231
Relationship with our Controlling Shareholders and the Scarborough Group	234
Share Capital	246
Financial Information	249
Future Plans and Use of Proceeds	306
Directors, Senior Management and Employees	307
Substantial Shareholders	320
Underwriting	322
Structure and Conditions of the Global Offering	333
How to Apply for Hong Kong Offer Shares	341
Appendix I — Accountants’ Report	I-1
Appendix II — Unaudited Pro Forma Financial Information	II-1
Appendix III — Profit Estimate	III-1
Appendix IV — Property Valuation	IV-1
Appendix V — Taxation and Foreign Exchange	V-1
Appendix VI — Summary of Principal PRC Legal and Regulatory Provisions	VI-1
Appendix VII — Summary of the Constitution of the Company and the Companies Law .	VII-1
Appendix VIII — Statutory and General Information	VIII-1
Appendix IX — Documents Delivered to the Registrar of Companies and Available for Inspection	IX-1