

A. FURTHER INFORMATION ABOUT OUR GROUP**1. Incorporation**

Our Company was incorporated in Hong Kong under the Companies Ordinance as a limited liability company on May 15, 2008. Our Company's registered office is at Room 4701, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong. A summary of provisions of the Articles of Association of our Company is set out in the section headed "Summary of the Articles of Association" in Appendix VI to this prospectus.

2. Changes in Share Capital of Our Group*The Company*

As of the date of our incorporation, the authorized share capital of our Company was HK\$10,000 divided into 10,000 ordinary shares of HK\$1.00 each. The following sets out the changes in our Company's issued share capital since the date of its incorporation:

- (a) on May 15, 2008, 1 ordinary share of HK\$1.00 was allotted and issued credited as fully paid to GNL08 Limited as the initial subscriber, which was transferred to Fortune Ally on June 13, 2008;
- (b) on March 13, 2009, 9,999 ordinary shares of HK\$1.00 each was allotted and issued credited as fully paid to Fortune Ally;
- (c) pursuant to the resolutions in writing of the sole shareholder of our Company passed on June 30, 2010, the authorized share capital of our Company was increased from HK\$10,000 to HK\$18,496 by the creation of an additional 8,496 ordinary shares of HK\$1.00 each. On the same date, our Company allotted and issued 8,496 ordinary shares of HK\$1.00 each to Fortune Ally, credited as fully paid, as settlement of a shareholder's loan in the amount of US\$215,680,000 from Fortune Ally to our Company;
- (d) on March 8, 2011, the authorized share capital of our Company was further increased to HK\$27,200 by the creation of 8,704 new series A shares of HK\$1.00 each. These series A shares are convertible into ordinary shares of our Company;
- (e) on March 8, 2011, the Company allotted and issued 8,704 series A shares of HK\$1.00 each, credited as fully paid, to Fortune Ally by capitalizing the share premium account of our Company;
- (f) on March 8, 2011, Fortune Ally distributed 18,496 ordinary shares of HK\$1.00 each of the Company to Greatpart and 8,704 series A shares of HK\$1.00 each of the Company to KKR Future Investments, Techlink and TML on a pro-rata basis (i.e. 5,100 series A shares to KKR Future Investments, 3,060 series A shares to Techlink and 544 series A shares to TML) by way of a dividend in specie;
- (g) on March 11, 2011, each issued ordinary share of HK\$1.00 each was sub-divided into 100 Shares of HK\$0.01 each and each series A share of HK\$1.00 was sub-divided into 100 Series A Shares of HK\$0.01 each, resulting in our Company having an issued share capital of HK\$27,200 divided into 1,849,600 ordinary shares of HK\$0.01 each and 870,400 Series A Shares of HK\$0.01 each; and
- (h) on March 11, 2011, the authorized share capital of our Company was amended to HK\$100,000,000 divided into 9,999,129,600 Shares and 870,400 Series A Shares.

Upon the Global Offering becoming a qualified IPO (as defined in the Second Shareholders' Agreement), the Series A Shares will be mandatorily converted into Shares on the Listing Date based on an adjusted conversion price, after adjusting for the dividend, subdivision, combination, share split, capitalization or reclassification of the Shares. Following such conversion, the 870,400 Series A Shares will be converted to 870,400 Shares. The Global Offering and the proposed listing of our Shares on the Stock Exchange is a qualified IPO for the purposes of the Second Shareholders' Agreement.

Immediately following the completion of the Capitalization Issue and the Global Offering and the conversion of the Series A Shares but without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option, our authorized share capital will be HK\$100,000,000 divided into 10,000,000,000 Shares, and our issued share capital will be HK\$27,200,000 divided into 2,720,000,000 Shares, all fully paid or credited as fully paid.

Save as disclosed in this Appendix, there has been no alteration in our Company's share capital since the date of our incorporation.

Our Subsidiaries

The list of our subsidiaries is set out in the Accountants' Report set out in Appendix I to this prospectus. The following alterations in the share capital (or registered capital, as the case may be) of our subsidiaries have taken place within the two years preceding the date of this prospectus:

Far Eastern

- On June 25, 2009, our Company passed a shareholder resolution to increase the registered capital of Far Eastern from US\$127,030,922.28 to US\$277,030,922.28. Such capital increase was approved by MOFCOM on August 3, 2009 and then registered with SAIC on November 18, 2009. The newly increased registered capital was fully paid up.
- On January 28, 2010, our Company passed a resolution to increase the registered capital of Far Eastern from US\$277,030,922.28 to US\$332,710,922.28. Such capital increase was approved by MOFCOM on June 2, 2010 and then registered with SAIC on June 30, 2010. The newly increased registered capital was fully paid up.

Save as described above, there has been no other alteration in the share capital of the subsidiaries of our Company in the two years preceding the date of this prospectus.

3. Resolutions of Our Shareholders

By a resolution approved in writing by our Shareholders on March 11, 2011, our Shareholders resolved that:

- (a) each share of HK\$1.00 each in the capital of our Company be sub-divided into 100 Shares of HK\$0.01 each and each Series A share of HK\$1.00 each in the capital of our Company be sub-divided into 100 Series A Shares of HK\$0.01 each;
- (b) the authorized share capital of the Company be increased from HK\$27,200 to HK\$100,000,000;

- (c) conditional on (i) the Listing Committee granting the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalization Issue and the Global Offering (including the exercise of the Over-allotment Option) and upon the conversion of the Series A Shares; and (ii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by the Joint Global Coordinators) (on behalf of the Underwriters)) and the Underwriting Agreements not being terminated in accordance with their terms or otherwise:
 - (i) the Global Offering be approved and the Directors be authorized to effect the same and to allot and issue the Offer Shares pursuant to the Global Offering; and
 - (ii) the proposed listing of the Shares on the Stock Exchange as mentioned in this prospectus be approved and the Directors be authorized to implement such listing;
- (d) subject to the conditions of the Global Offering as set out in this prospectus being fulfilled and the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with their terms, the authorized share capital of the Company be re-classified from HK\$100,000,000 divided into two classes comprising (i) 9,999,129,600 Shares and (ii) 870,400 Series A Shares into HK\$100,000,000 divided into 10,000,000,000 Shares by:
 - (i) re-designating all the Series A Shares as Shares; and
 - (ii) removing all rights attached to the existing Series A Shares and replacing them with rights identical in all respects to the rights now attaching to the Shares to the intent that all existing shares in the Company after such re-classification shall form one and the same class and have the same rights attached thereto and rank *pari passu* in all respects with each other;
- (e) subject to the share premium account of the Company having sufficient balance, or otherwise being credited as a result of the issue of Offer Shares pursuant to the Global Offering, the Directors be authorized to allot and issue on the Listing Date a total of (i) 1,901,280,000 Shares credited as fully paid at par to the holders of the Shares and the holders of Series A Shares on the register of members of the Company at the close of business on March 29, 2011 (or as they may direct) in proportion to their respective shareholdings and for the Series A Shares assuming all outstanding Series A Shares convertible into or exchangeable for Shares have been so converted or exchanged (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalization of the sum of HK\$19,012,800 standing to the credit of the share premium account of the Company, and the Shares and the Series A Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares;
- (f) a general unconditional mandate be granted to the Directors to allot, issue and deal with Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with at any time, subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Capitalization Issue and the Global Offering. This general mandate does not cover

Shares to be allotted, issued, or dealt with under a rights issue or scrip dividend scheme or similar arrangements or a specific authority granted by the Shareholders. This general mandate to issue Shares will remain in effect until:

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting,

whichever is the earliest;

- (g) a general unconditional mandate be granted to the Directors to exercise all the Company's powers to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of the Company's share capital in issue immediately following the completion of the Capitalization Issue and the Global Offering (excluding Shares which may be issued upon the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and regulations and the requirements of the Listing Rules. The general mandate to repurchase Shares will remain in effect until:

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting,

whichever is the earliest; and

- (h) the general unconditional mandate as mentioned in sub-paragraph (f) above be extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by the Company pursuant to the mandate to purchase Shares referred to in sub-paragraph (g) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following completion of the Capitalization Issue and the Global Offering, excluding any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option).

By a resolution approved in writing by our Shareholders on March 14, 2011, our Shareholders resolved that:

- (a) the articles of association (for purpose of converting the Company into a public company) was adopted with immediate effect; and
- (b) the Articles of Association was adopted with effect on the Listing Date.

4. Repurchases By Our Company of Our Own Securities

This section sets out information required by the Stock Exchange to be included in this prospectus concerning the repurchase by our Company of our own securities.

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) Shareholders' Approval

All proposed repurchase of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of Funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association of our Company and the Listing Rules and the applicable laws of Hong Kong. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by our Company may be made out of our Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of our Company's share premium account.

(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

All repurchased securities (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those securities must be cancelled and destroyed.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such purchase, where relevant, and the aggregate prices paid.

(vii) Connected Persons

A listed company is prohibited from knowingly repurchasing securities on the Stock Exchange from a "connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their associates and a connected person is prohibited from knowingly selling his securities to the company.

(b) Reasons for Repurchases

Our Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. Our Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by our Directors at the relevant time having regard to the circumstances then pertaining.

(c) Funding of Repurchases

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with the Memorandum and Articles of Association of our Company, the Listing Rules and the applicable laws of Hong Kong.

There could be a material adverse impact on the working capital or gearing position of our Company (as compared with the position disclosed in this prospectus) in the event that the repurchase

mandate were to be carried out in full at any time during the share repurchase period. However, our Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

(d) General

A general unconditional mandate is granted to the Directors to exercise all the Company's powers to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of the Company's share capital in issue immediately following the completion of the Capitalization Issue and the Global Offering (excluding Shares which may be allotted and issued upon the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose). The general mandate to repurchase Shares will remain in effect until the earliest of:

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Memorandum and Articles of Association of our Company, the Listing Rules and the applicable laws in Hong Kong.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the repurchase mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No connected person of our Company has notified us that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the repurchase mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS**1. Summary of Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or our subsidiaries within the two years immediately preceding the date of this prospectus that are or may be material:

- (a) an equity transaction agreement dated September 7, 2009 entered into between Far Eastern and Sinochem Shanghai, whereby Far Eastern agreed to acquire 10% equity interests in the registered capital of Shanghai Donghong from Sinochem Shanghai for a consideration of RMB1,798,000;
- (b) a share transfer agreement dated September 15, 2009 entered into between Sinochem HK and Greatpart, whereby Sinochem HK agreed to transfer its 69.30% equity interests in Fortune Ally to Greatpart for a consideration of US\$189,601,896.15;
- (c) a share transfer agreement dated September 15, 2009 entered into between Sinochem Europe and Greatpart, whereby Sinochem Europe agreed to transfer its 30.70% equity interests in Fortune Ally to Greatpart for a consideration of US\$83,993,913.59;
- (d) a subscription agreement dated September 16, 2009 entered into among Fortune Ally, Greatpart, KKR Future Investments, Techlink and TML, under which each of KKR Future Investments, Techlink and TML agreed to subscribe for 5,859,375, 3,515,625 and 625,000 Fortune Ally Series A Shares, respectively at the respective investment amounts of US\$93,750,000, US\$56,250,000 and US\$10,000,000;
- (e) a loan agreement dated September 16, 2009 entered into between our Company and Fortune Ally, whereby Fortune Ally agreed to grant our Company a loan up to an aggregate principal amount of US\$150,000,000 with no interest and our Company agreed to repay all amounts outstanding under the loan agreement to Fortune Ally at any time when Fortune Ally requires so in writing;
- (f) a shareholders' agreement dated September 23, 2009 among Fortune Ally, Greatpart, KKR Future Investments, Techlink and TML to govern the terms and conditions of transfers of shares of Fortune Ally as well as its management and the conduct of operations;
- (g) a loan agreement dated September 23, 2009 entered into between Fortune Ally and our Company, whereby Fortune Ally agreed to grant our Company a loan equal to US\$10,000,000 with no interest and our Company agreed to repay all amounts outstanding under the loan agreement to Fortune Ally at any time when Fortune Ally requires so in writing;
- (h) a share transfer agreement dated November 16, 2009 entered into between Far Eastern and Sinochem Finance Co., Ltd. (中化集團財務有限責任公司), whereby Far Eastern transferred its 6.93% equity interests in FOTIC to Sinochem Finance Co., Ltd. (中化集團財務有限責任公司) for a consideration of RMB134,294,760 based on the appraised value appraised by Devechina Asset Evaluation Co., Ltd. (中發國際資產評估有限公司) (an independent third party);
- (i) a shareholders' agreement dated February 22, 2010 entered into among Far Eastern, Yijia Decorate Engineering Co., Ltd (上海藝佳裝飾工程有限公司) (“Yijia”), Shanghai Xinglian Information Technology Co., Ltd (上海星聯信息技術有限公司) (“Xinglian”) and Shanghai Dechuang System Project Co., Ltd (上海德創系統工程有限公司) (“Dechuang”) in relation to

the co-founding of Shanghai Domin, whereby Far Eastern, Yijia, Xinglian and Dechuang agreed to contribute capital of RMB14,990,000, RMB1,670,000, RMB1,670,000 and RMB1,670,000, respectively;

- (j) a subscription agreement dated June 7, 2010 entered into among Fortune Ally, KKR Future Investments, Techlink, TML and Greatpart, whereby Fortune Ally agreed to issue and allot (i) 652,500 Fortune Ally Series A Shares to KKR Future Investments at a consideration of US\$10,440,000; (ii) 391,500 Fortune Ally Series A Shares to Techlink at a consideration of US\$6,264,000; (iii) 69,600 Fortune Ally Series A Shares to TML at a consideration of US\$1,113,600 and (iv) 2,366,400 ordinary shares of US\$0.0001 each in the share capital of Fortune Ally to Greatpart at a consideration of US\$37,862,400;
- (k) a loan agreement dated June 9, 2010 entered into between our Company and Fortune Ally, whereby Fortune Ally agreed to grant our Company a loan up to an aggregate principal amount of US\$55,680,000 with no interest and our Company agreed to repay all amounts outstanding under the loan agreement to Fortune Ally at any time when Fortune Ally requires so in writing;
- (l) a shareholders' agreement dated March 8, 2011 among the Company, KKR Future Investments, Techlink, TML and Greatpart to govern certain matters relating to the transfer of shares of the Company and the management and operation of the Company;
- (m) a side agreement dated March 8, 2011 among KKR Future Investments, Techlink, TML, Greatpart, the Company and Fortune Ally to record the parties' intentions in respect of Fortune Ally following completion of the restructuring of the Company;
- (n) an information technology service agreement dated March 11, 2011 entered into between our Company and Sinochem Corporation, whereby Sinochem Corporation agreed to provide and to procure the relevant service providers (which are all branches, subsidiaries or other entities controlled by Sinochem Corporation) to provide certain information technology services to our Company for an annual service fee of RMB850,000;
- (o) a trademark license agreement dated March 11, 2011 entered into between our Company and Sinochem Corporation, whereby Sinochem Corporation agreed to grant a license, on a non-exclusive and non-transferable basis, to our Company, Far Eastern, Shanghai Donghong and Shanghai Domin for a consideration of RMB1 to use certain trademarks registered in the name of Sinochem Corporation;
- (p) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Prime Capital Management Company Limited ("**Prime Capital**") and the Joint Bookrunners, pursuant to which Prime Capital agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$50,000,000;
- (q) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Owl Creek Asset Management, L.P. ("**Owl Creek**") and the Joint Bookrunners, pursuant to which Owl Creek agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$40,000,000;
- (r) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Hillhouse Capital Management Ltd ("**Hillhouse**") and the Joint Bookrunners, pursuant to which Hillhouse agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$50,000,000;










- (s) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Joylight Limited (“**Joylight**”) and the Joint Bookrunners, pursuant to which Joylight agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$10,000,000;
- (t) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Homeway Services Limited (“**Homeway**”) and the Joint Bookrunners, pursuant to which Homeway agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$10,000,000;
- (u) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Premier Goal Company Limited (“**Premier Goal**”) and the Joint Bookrunners, pursuant to which Premier Goal agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$10,000,000;
- (v) corporate placing agreement dated March 16, 2011 entered into by and among the Company, Value Partners Limited (“**Value Partners**”) and the Joint Bookrunners, pursuant to which Value Partners agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$50,000,000;
- (w) corporate placing agreement dated March 16, 2011 entered into by and among the Company, OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd. and OZ Global Special Investments Master Fund, L.P. (collectively, “**OZ Funds**”) and the Joint Bookrunners, pursuant to which OZ Funds agreed to purchase such number of Shares in the International Offering as may be purchased at the Offer Price with US\$30,000,000;
- (x) Hong Kong Underwriting Agreement;
- (y) the lock-up agreement dated March 17, 2011 entered into by and among the Company, KKR Future Investments, the Joint Global Coordinators and Hong Kong Underwriters, pursuant to which KKR Future Investments agreed to enter into a lock-up with respect to its Shares of the Company for a period from the date of this agreement to six months after the Listing Date;
- (z) the lock-up agreement dated March 17, 2011 entered into by and among the Company, Techlink, the Joint Global Coordinators and Hong Kong Underwriters, pursuant to which Techlink agreed to enter into a lock-up with respect to its Shares of the Company for a period from the date of this agreement to six months after the Listing Date; and
- (aa) the lock-up agreement dated March 17, 2011 entered into by and among the Company, TML, the Joint Global Coordinators and Hong Kong Underwriters, pursuant to which TML agreed to enter into a lock-up with respect to its Shares of the Company for a period from the date of this agreement to six months after the Listing Date.

2. Intellectual Property Rights

As of the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights which are material in relation to our Group's business.

(a) Trademarks

- (i) As of the Latest Practicable Date, our Company and certain of our subsidiaries have been licensed to use the following trademarks which are material in relation to our Group's business.

Trademarks	Registered owner	Territory of registration	Class	Registration number	Registration date	Expiry date
	Sinochem Corporation	PRC	16	3121825	June 21, 2003	June 20, 2013
	Sinochem Corporation	PRC	35	875907	September 28, 1996	September 27, 2016
	Sinochem Corporation	PRC	35	5917998	May 28, 2010	May 27, 2020
	Sinochem Corporation	PRC	36	875909	September 28, 1996	September 27, 2016
	Sinochem Corporation	PRC	37	1949630	November 28, 2002	November 27, 2012
	Sinochem Corporation	PRC	39	875912	September 28, 1996	September 27, 2016
	Sinochem Corporation	PRC	41	3461448	July 14, 2004	July 13, 2014
	Sinochem Corporation	Hong Kong	36	2000B04648	December 24, 1997	December 24, 2014
	Sinochem Corporation	Hong Kong	35	2000B04647	December 24, 1997	December 24, 2014

(b) Domain Names

As of the Latest Practicable Date, our Group has registered or owned the following domain names:

Domain Name	Registered Owner	Term
www.dongh.cn	Shanghai Donghong	June 17, 2006–June 17, 2015
www.ifelc.com.cn	Far Eastern	December 4, 2001–December 4, 2015
远东租赁.公司	Far Eastern	November 16, 2009–November 16, 2015
远东租赁.公司.cn	Far Eastern	November 16, 2009–November 16, 2015
远东租赁.中国	Far Eastern	November 16, 2009–November 16, 2015
远东租赁.cn	Far Eastern	November 16, 2009–November 16, 2015
远东租赁.net	Far Eastern	November 16, 2009–November 16, 2015
远东租赁.com	Far Eastern	November 16, 2009–November 16, 2015
www.shdme.com	Far Eastern	March 3, 2010–March 3, 2015
Fareasternhongxin.com.cn	Far Eastern	November 16, 2009–November 16, 2015
Fareasternhongxin.cn	Far Eastern	November 16, 2009–November 16, 2015
Fareasternhongxin.net	Far Eastern	November 16, 2009–November 16, 2015
Fareasternhongxin.com	Far Eastern	November 16, 2009–November 16, 2015
Fareasternhongxin.hk	Far Eastern	November 16, 2009–November 16, 2015
Fehx.cn	Far Eastern	August 30, 2009–August 30, 2016
Fehx.com.cn	Far Eastern	December 25, 2007–December 25, 2016
Fehx.net	Far Eastern	November 16, 2009–November 16, 2015
Fehx.hk	Far Eastern	November 16, 2009–November 16, 2015
Fehx.com	Far Eastern	January 20, 2007–January 20, 2016
远东宏信.中国	Far Eastern	November 16, 2009–November 16, 2015
远东宏信.cn	Far Eastern	November 16, 2009–November 16, 2015
远东宏信.公司	Far Eastern	November 16, 2009–November 16, 2015
远东宏信.公司.cn	Far Eastern	November 16, 2009–November 16, 2015
远东宏信.com	Far Eastern	November 16, 2009–November 16, 2015
远东宏信.net	Far Eastern	November 16, 2009–November 16, 2015
Fortuneally.net	Far Eastern	November 16, 2009–November 16, 2015
Fortuneally.com.cn	Far Eastern	November 16, 2009–November 16, 2015
Fortuneally.hk	Far Eastern	November 16, 2009–November 16, 2015
Fortuneally.cn	Far Eastern	November 16, 2009–November 16, 2015
Fortuneally.com	Far Eastern	November 16, 2009–November 16, 2015
Zygcb.com	Far Eastern	January 4, 2011–January 4, 2016
Fareasthorizon.net	Far Eastern	January 19, 2011–January 19, 2016
Fareasthorizon.com	Far Eastern	January 19, 2011–January 19, 2016
Fehorizon.com	Far Eastern	January 19, 2011–January 19, 2016
Fehorizon.net	Far Eastern	January 19, 2011–January 19, 2016

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Interests of the Directors and Chief Executives of Our Company

Immediately following the completion of the Capitalization Issue and the Global Offering, none of our Directors or the chief executives of our Company will have any interest and/or short positions in the shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to our Company and the Stock Exchange once the Shares are listed.

2. Interests of Substantial Shareholders

So far as our Directors are aware, immediately following the completion of the Capitalization Issue and the Global Offering and assuming the Over-allotment Option is not exercised and all outstanding Series A Shares are fully converted into Shares, the following persons will have interests or short positions in Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or are directly and/or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of the Group:

Name of shareholder	Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of interest in our Company immediately following the completion of the Capitalization Issue and the Global Offering
Sinochem Group ⁽²⁾	Interest in a controlled corporation	1,294,720,000(L)	47.60%
Greatpart ⁽²⁾	Beneficial owner	1,294,720,000(L)	47.60%
KKR Future Investments ⁽³⁾	Beneficial owner	357,000,000(L)	13.13%
KKR Future Holdings Limited ⁽³⁾	Interest in a controlled entity	357,000,000(L)	13.13%
KKR Asian Fund L.P. ⁽³⁾	Interest in a controlled entity	357,000,000(L)	13.13%
KKR Associates Asia L.P. ⁽³⁾	General partner	357,000,000(L)	13.13%
KKR SP Limited ⁽³⁾	Interest in a controlled entity	357,000,000(L)	13.13%
KKR Asia Limited ⁽³⁾	General partner	357,000,000(L)	13.13%
KKR Fund Holdings L.P. ⁽³⁾	Interest in a controlled entity	357,000,000(L)	13.13%
KKR Fund Holdings GP Limited ⁽³⁾	General partner	357,000,000(L)	13.13%
KKR Group Holdings L.P. ⁽³⁾	General partner	357,000,000(L)	13.13%
KKR Group Limited ⁽³⁾	General partner	357,000,000(L)	13.13%
KKR & Co. L.P. ⁽³⁾	Interest in a controlled entity	357,000,000(L)	13.13%
KKR Management LLC ⁽³⁾	General partner	357,000,000(L)	13.13%
Mr. Henry R. Kravis and Mr. George R. Roberts ⁽³⁾	Interest in a controlled entity	357,000,000(L)	13.13%
Techlink ⁽⁴⁾	Beneficial owner	214,200,000(L)	7.87%
Tetrad Ventures Pte Ltd ⁽⁴⁾	Interest in a controlled corporation	214,200,000(L)	7.87%
Government of Singapore Investment Corporation (Ventures) Pte. Ltd. ⁽⁴⁾	Interest in a controlled corporation	214,200,000(L)	7.87%
GIC Special Investments Private Limited ⁽⁴⁾	Interest in a controlled corporation	214,200,000(L)	7.87%
Government of Singapore Investment Corporation Private Limited ⁽⁴⁾	Interest in a controlled corporation	214,200,000(L)	7.87%

Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) Sinochem Group is the beneficial owner of 100% of the issued share capital of Greatpart and is deemed to be interested in the number of Shares held by Greatpart.
- (3) Each of KKR Future Holdings Limited (as the sole shareholder of KKR Future Investments), KKR Asian Fund L.P. (as the controlling shareholder of KKR Future Holdings Limited), KKR Associates Asia L.P. (as the general partner of KKR Asian Fund L.P.), KKR SP Limited (as the voting partner of KKR Associates Asia L.P.), KKR Asia Limited (as the general partner of KKR Associates Asia L.P.), KKR Fund Holdings L.P. (as the sole member of KKR Asia Limited), KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.), KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited), KKR Group Limited (as the general partner of KKR Group Holdings L.P.), KKR & Co. L.P. (as the sole shareholder of KKR Group Limited), KKR Management LLC (as the general partner of KKR & Co. L.P.) and Mr. Henry R. Kravis and Mr. George R. Roberts (as designated members of KKR Management LLC) may be deemed, to be interested in the Shares. Mr. Henry R. Kravis and Mr. George R. Roberts disclaim beneficial ownership of the Shares.
- (4) Techlink is wholly-owned by Tetrad Ventures Pte Ltd which, in turn, is wholly-owned by Government of Singapore Investment Corporation (Ventures) Pte. Ltd.. GIC Special Investments Private Limited manages the investments of Techlink, and is wholly owned by Government of Singapore Investment Corporation Private Limited. Each of Tetrad Ventures Pte Ltd, Government of Singapore Investment Corporation (Ventures) Pte. Ltd., GIC Special Investments Private Limited and Government of Singapore Investment Corporation Private Limited is deemed to be interested in the Shares held by Techlink under the SFO.

3. Particulars of Service Contracts

Each of Mr. Kong Fanxing and Mr. Wang Mingzhe, being our executive Directors, has entered into a service contract with our Company for an initial term of three years commencing from March 11, 2011. The aggregate annual basic salary of the two executive Directors is RMB1,800,000.

Each of Mr. Liu Deshu, Mr. Yang Lin, Ms. Shi Dai, Mr. Liu Haifeng David, Ms. Sun Xiaoning, Mr. Han Xiaojing, Mr. Liu Jialin, Mr. Cai Cunqiang and Mr. Yip Wai Ming, being our non-executive and independent non-executive Directors, has entered into a letter of appointment with our Company on March 11, 2011. Each letter of appointment is for an initial term of three years commencing from the Listing Date. The aggregate annual fees payable to our non-executive and independent non-executive Directors is RMB1,680,000.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than the statutory compensation)).

4. Directors’ Remuneration

The aggregate amount of remuneration (including fees, salaries, allowances, benefits in kind, performance related bonuses and pension scheme contributions) which were paid to our Directors for the years ended December 31, 2007, 2008, 2009 and 2010 were approximately US\$266,000, US\$283,000, US\$585,000 and US\$702,000, respectively.

Under the arrangements currently in force, the aggregate remuneration payable to, and benefits in kind receivable by, our Directors for the year ended December 31, 2011 are estimated to be approximately RMB3,880,000.

5. Directors’ Competing Interests

None of our Directors are interested in any business apart from the Group’s business which competes or is likely to compete, directly or indirectly, with the business of the Group.

6. Fees or Commissions Received

None of the Directors or any of the persons whose names are listed in the paragraph headed “Consents” in this Appendix VII had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group from our Group within the two years preceding the date of this prospectus.

D. OTHER INFORMATION**1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

Save as disclosed in the section headed “Business—Legal Proceedings and Compliance—Legal Proceedings”, no member of our Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened against any member of our Group as of the Latest Practicable Date.

3. Promoter

Our Company has no promoter for the purpose of the Listing Rules.

4. Preliminary Expenses

Our estimated preliminary expenses are approximately HK\$70,000 and are payable by our Company.

5. Qualifications of Experts

The qualifications of the experts who have given their opinions or advice which are contained in this prospectus are as follows:

<u>Name</u>	<u>Qualifications</u>
CICC	Licensed under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities
Morgan Stanley	Licensed under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities
UBS	Registered institution under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities as defined under the SFO
Ernst & Young	Certified Public Accountants
CBRE	Independent property valuer
Tian Yuan Law Firm	PRC legal advisors
Paul, Hastings, Janofsky & Walker	Hong Kong and U.S. legal advisors

6. Consents

Each of CICC, Morgan Stanley, UBS, Ernst & Young, CBRE, Tian Yuan Law Firm and Paul, Hastings, Janofsky & Walker has given and has not withdrawn its consent to the issue of this prospectus with the inclusion of its report and/or letter and/or summary of valuations and/or valuation certificates and/or legal opinion and/or legal memorandum (as the case may be) and references to its name included in the form and context in which it respectively appears.

Save for CICC Fund which indirectly owns a 2% shareholding interest of the Company immediately prior to the Listing, none of the experts named above has any shareholding interests in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

7. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies Ordinance so far as applicable.

8. Sole Financial Advisor

China International Capital Corporation Limited (“**CICC China**”) was engaged by the Company as financial advisor before the formal launch of the Global Offering and the appointment of CICC as the joint sponsor.

The principal functions performed by CICC China in its capacity as financial advisor include:

- advising the Company on selection of capital market;
- advising the Company on pre-IPO structuring generally;
- assisting the Company on liaison with relevant PRC regulatory authorities for approvals; and
- advising the company on appointment of professional advisors.

CICC China and CICC are two separate entities under the CICC group and play different roles in relation to the listing application. CICC acts as the “joint sponsor”, “joint lead manager”, “joint global coordinator” and “joint bookrunner” (as the case may be) to the Company in accordance with the Listing Rules. CICC as the sponsor and CICC China as the financial advisor, have discharged their respective duties independently from different roles and perspectives, and have not relied on the work done by each other in respect of the listing application. Given that CICC is based in Hong Kong, CICC China, which is based in the PRC, is in a better position to perform the liaison work.

The financial advisory services provided by CICC China are incidental to CICC’s services to the Company in connection with the Global Offering. It is important from the marketing point of view to manifest accurately their capabilities to provide comprehensive financial services, and it is from this perspective that they regard the various roles as marketing titles. In any event, it must be emphasized that these roles do not only serve as marketing titles but come with real responsibilities as explained above.

9. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectus from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

E. MISCELLANEOUS

Save as otherwise disclosed in this prospectus:

- (a) none of our Directors nor any of the parties listed in the paragraph headed “Consents” in the section headed “Other Information” of this Appendix is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this prospectus, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (b) none of our Directors nor any of the parties listed in the paragraph headed “Consents” in the section headed “Other Information” of this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;
- (c) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (d) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (e) within the two years preceding the date of this prospectus, no commission has been paid or payable (except commissions to the underwriters) for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares in our Company;
- (f) no amount or securities or benefit has been paid or allotted or given within the two years preceding the date of this prospectus to any of our promoters nor is any such securities or amount or benefit intended to be paid or allotted or given;
- (g) none of our Directors or their respective associates has any interest in our top five suppliers or our top five customers;
- (h) there is no arrangement under which future dividends are waived or agreed to be waived;
- (i) the Global Offering does not involve the exercise of any right of pre-emption or the transfer of subscription rights; and
- (j) we have no outstanding convertible debt securities.