

## HOW TO APPLY FOR HONG KONG OFFER SHARES

### 1 HOW TO APPLY

You may apply for the Hong Kong Offer Shares by using one of the following three channels:

- using a **WHITE** or **YELLOW** Application Form;
- using the **White Form eIPO** service by applying online through the designated website of the White Form eIPO Service Provider, [www.eipo.com.hk](http://www.eipo.com.hk); or
- **electronically instructing** HKSCC to cause HKSCC Nominees to apply for Hong Kong Offer Shares on your behalf.

You may either:

- apply for the Hong Kong Offer Shares under the Hong Kong Offer; or
  - apply for or indicate an interest for the International Offer Shares under the International Offer,
- but you may not do both.

The Company, the Joint Global Co-ordinators or the White Form eIPO Service Provider (where applicable) or the Company's or their respective agents, have full discretion to reject or accept any application, in full or in part, without assigning any reason.

### 2 WHO CAN APPLY

You can apply for the Hong Kong Offer Shares on a **WHITE** or **YELLOW** Application Form or by **electronically instructing** HKSCC via CCASS if you or any person(s) for whose benefit you are applying are an individual, and:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the U.S. and are not a U.S. Person (as defined in Regulation S); and
- are not a legal or natural person of the PRC.

If you wish to apply for Hong Kong Offer Shares online through the **White Form eIPO** service, in addition to the above you must also:

- have a valid Hong Kong identity card number; and
- be willing to provide a valid e-mail address and a contact telephone number.

If the applicant is a firm, the application must be in the names of the individual members, not the firm's name. If the applicant is a body corporate, the application must be stamped with the company chop (bearing the company name) and be signed by a duly authorised officer, who must state his or her representative capacity. If an application is made by a person duly authorised under a valid power of attorney, the Joint Global Co-ordinators (or their agents or nominees) may accept it at their discretion, and subject to any conditions they think fit, including production of evidence of the authority of the attorney. The number of joint applicants may not exceed four. Joint applicants may not apply by means of **White Form eIPO**.

The Hong Kong Offer Shares are not available to existing beneficial owners of Ordinary Shares or the shares of any of the subsidiaries of the Company, the Directors or the Company's chief executive officer, the directors or chief executive officer of any of the Company's subsidiaries, or their respective associates or any other connected persons of the Company or persons who will become the Company's connected persons immediately upon completion of the Global Offer.

### 3 APPLYING USING AN APPLICATION CHANNEL

Use a **WHITE** Application Form if you want the Hong Kong Offer Shares registered in your own name.

Use a **YELLOW** Application Form if you want the Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or your designated CCASS Participant's stock account.

Instead of using a **WHITE** Application Form, you can apply for the Hong Kong Offer Shares through the **White Form eIPO** service by submitting an application online through the designated website of the White Form eIPO Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk). Further details about applying through the **White Form eIPO** service are set out below.

Instead of using a **YELLOW** Application Form, you may **electronically instruct** HKSCC via CCASS to cause HKSCC Nominees to apply for Hong Kong Offer Shares on your behalf. Any Hong Kong Offer Shares allocated to you will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to your CCASS Investor Participant's stock account or your designated CCASS Participant's stock account. Further details about **electronically instructing** HKSCC via CCASS are set out below.

#### **4 APPLYING THROUGH WHITE OR YELLOW APPLICATION FORMS**

You can collect a **WHITE** Application Form and a copy of this Hong Kong Prospectus during normal business hours:

- (1) during normal business hours from 9:00 a.m. on 13 May 2011 until 12:00 noon on 18 May 2011 from any of the following addresses of the Hong Kong Managers:

**Banco Santander, S.A.**

15/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong

**Barclays Capital Asia Limited**

41/F, Cheung Kong Center, 2 Queen's Road Central, Central, Hong Kong

**BNP PARIBAS**

64/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong

**BOCI Asia Limited**

26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong

**Citigroup Global Markets Asia Limited**

50/F Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong

**Commerzbank Aktiengesellschaft**

29/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong

**Crédit Agricole CIB Hong Kong Branch**

27/F, Two Pacific Place, 88 Queensway, Hong Kong

**Credit Suisse (Hong Kong) Limited**

45/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong

**DBS Asia Capital Limited**

17<sup>th</sup> Floor, The Center, 99 Queen's Road Central, Hong Kong

**The Hongkong and Shanghai Banking Corporation Limited**

1 Queen's Road Central, Hong Kong

**Merrill Lynch Far East Limited**

15/F Citibank Tower, 3 Garden Road, Central, Hong Kong

**Mizuho Securities Asia Limited**

12/F Chater House, 8 Connaught Road, Hong Kong

**Morgan Stanley Asia Limited**

46/F International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

**The Royal Bank of Scotland N.V., Hong Kong Branch**

38<sup>th</sup> Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong

**Standard Chartered Securities (Hong Kong) Limited**

15/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

**UBS AG, Hong Kong Branch**

52/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

- (2) from 9:00 a.m. to 5:00 p.m. on 13 May 2011, from 9:00 a.m. to 1:00 p.m. on 14 May 2011, from 9:00 a.m. to 5:00 p.m. on 16 May 2011 and 17 May 2011 and from 9:00 a.m. to 12:00 noon on 18 May 2011 from any of the following branches of the Receiving Banks:

**Bank of China (Hong Kong) Limited**

<u>District</u>	<u>Branch</u>	<u>Address</u>
<b>Hong Kong:</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	409 Hennessy Road Branch	409-415 Hennessy Road, Wan Chai
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point
	Connaught Road Central Branch	13-14 Connaught Road Central
<b>Kowloon:</b>	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
	Mei Foo Mount Sterling Mall Branch	Shop N47-49 Mount Sterling Mall, Mei Foo Sun Chuen
<b>New Territories:</b>	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O
	Sheung Shui Branch Securities Services Centre	136 San Fung Avenue, Sheung Shui
	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long
	Ma On Shan Plaza Branch	Shop 2103, Level 2, Ma On Shan Plaza, Sai Sha Road, Ma On Shan

## Standard Chartered Bank (Hong Kong) Limited

District	Branch	Address
<b>Hong Kong:</b>	Central Branch	Shop no. 16, G/F and Lower G/F, New World Tower, 16-18 Queen's Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Yun Ping Road Branch	G/F to 2/F, Fortune Centre, 4-48 Yun Ping Road, Causeway Bay, Hong Kong
	Aberdeen Branch	Shop 4A, G/F, Aberdeen Centre Site 5, No.6 Nam Ning Street, Aberdeen
<b>Kowloon:</b>	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
	Lok Fu Shopping Centre Branch	Shop G101, G/F, Lok Fu Shopping Centre
<b>New Territories:</b>	Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin
	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Yuen Long Fung Nin Road Branch	Shop B at G/F and 1/F, Man Cheong Building, 247 Castle Peak Road, Yuen Long
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

You can collect a **YELLOW** Application Form and a copy of this Hong Kong Prospectus during normal business hours from 9:00 a.m. on 13 May 2011 until 12:00 noon on 18 May 2011 from the depository counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Your stockbroker may also have the **WHITE** or **YELLOW** Application Forms and copies of this Hong Kong Prospectus available.

If you are an individual and satisfy the relevant criteria set out in paragraph headed "Who can Apply" in this section, you may apply through completed **WHITE** or **YELLOW** Application Forms, with a cheque or banker's cashier order attached, must be lodged by 12:00 noon on Wednesday, 18 May 2011, or, if the Application Lists are not open on that day, by the time and date stated in the paragraph headed "How to Apply for Hong Kong Offer Shares—Effect of Bad Weather Conditions on the Opening of the Application Lists" in this section. Your completed **WHITE** or **YELLOW** Application Form, with payment attached, should be deposited in the special collection boxes provided at any of the branches of the banks listed above in this section at the following times:

13 May 2011	9:00 a.m. to 5:00 p.m.
14 May 2011	9:00 a.m. to 1:00 p.m.
16 May 2011	9:00 a.m. to 5:00 p.m.
17 May 2011	9:00 a.m. to 5:00 p.m.
18 May 2011	9:00 a.m. to 12:00 noon

## 5 APPLYING THROUGH THE WHITE FORM eIPO SERVICE

### General

If you are an individual and satisfy the relevant criteria set out in paragraph headed “Who can Apply” in this section, you may apply through the **White Form eIPO** service by submitting an application through the designated website of the White Form eIPO Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk). If you apply through the **White Form eIPO** service, the Ordinary Shares will be registered in your own name.

Detailed instructions for applying through the **White Form eIPO** service are set out on the designated website of the White Form eIPO Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk). You should read these instructions carefully. If you do not follow the instructions, your application may be rejected by the White Form eIPO Service Provider and may not be submitted to the Company.

In addition to the terms and conditions set out in this Hong Kong Prospectus, the White Form eIPO Service Provider may impose additional terms and conditions upon you for the use of the **White Form eIPO** service. Such terms and conditions are set out on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). You will be required to read, understand and agree to such terms and conditions in full prior to making any application. If you give electronic application instructions through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk), you will have authorised the White Form eIPO Service Provider to apply on the terms and conditions set out in this Hong Kong Prospectus, as supplemented and amended by the terms and conditions applicable to the **White Form eIPO** service.

By submitting an application to the White Form eIPO Service Provider through the **White Form eIPO** service, you are deemed to have authorised the White Form eIPO Service Provider to transfer the details of your application to the Company, the Joint Global Co-ordinators and the Hong Kong Share Registrar. For the purposes of allocating Hong Kong Offer Shares, each applicant giving electronic application instructions through the **White Form eIPO** service to the White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) will be treated as an applicant.

### Minimum Subscription Amount and Permitted Numbers

You may submit an application through the **White Form eIPO** service in respect of a minimum of 100 Hong Kong Offer Shares. Each application in respect of more than 100 Hong Kong Offer Shares must be in one of the numbers set out in the table in the Application Forms, or as otherwise specified on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

### Deadline for Submission

You may submit an application through the **White Form eIPO** service from 9:00 a.m. on 13 May 2011 until 11:30 a.m. on 18 May 2011 or such later time as described under the paragraph headed “How to Apply for Hong Kong Offer Shares—Effect of Bad Weather on the Opening of the Applications Lists” in this section (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such application will be 12:00 noon on 18 May 2011, the last application day, or, if the application lists are not open on that day, then by the time and date described under the paragraph headed “How to Apply for Hong Kong Offer Shares—Effect of Bad Weather on the Opening of the Application Lists” in this section. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close. If you do not make complete payment of the application monies (including any related fees) on or before 12:00 noon on 18 May 2011, or such later time as described under the paragraph headed “How to Apply for Hong Kong Offer Shares—Effect of Bad Weather on the Opening of the Application Lists” in this section, the White Form eIPO Service Provider will reject your application and your application monies will be returned to you in the manner described on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

### No Multiple Applications

If you apply by means of the **White Form eIPO** service, once you complete payment in respect of any application given by you or for your benefit, an actual application shall be deemed to have been made. For the avoidance of doubt, submitting an application under the **White Form eIPO** service more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you are suspected of submitting more than one application through the **White Form eIPO** service by submitting multiple applications through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) and completing payment in respect of such applications, or of submitting one application through the **White Form eIPO** service and one or more applications by any other means, all of your applications are liable to be rejected.

### **Refunds**

If your payment of application monies is insufficient, or in excess of the required amount, having regard to the number of Hong Kong Offer Shares for which you have applied, or if your application is otherwise rejected by the White Form eIPO Service Provider, the White Form eIPO Service Provider may adopt alternative arrangements for the refund of monies to you. Please refer to the additional information provided by the White Form eIPO Service Provider on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

Otherwise, any monies payable to you due to a refund for any of the reasons set out below in the paragraph headed “How to Apply for Hong Kong Offer Shares—Refund of Application Monies” in this section will be refunded to you in accordance with the requirements set out in that section.

### **Environmental Protection**

The obvious advantage of **White Form eIPO** is to save the use of papers via the self-serviced and electronic application process. Computershare Hong Kong Investor Services Limited, being the designated White Form eIPO Service Provider, will contribute HK\$2 for each “GLENCORE INTERNATIONAL PLC.” **White Form eIPO** application submitted via [www.eipo.com.hk](http://www.eipo.com.hk) to support the funding of “Source of DongJiang—Hong Kong Forest” project initiated by Friends of the Earth (HK).

### **Warning**

The application for Hong Kong Offer Shares through the **White Form eIPO** service is only a facility provided by the White Form eIPO Service Provider to public investors. The Company, the Directors, the Joint Global Co-ordinators, the Joint Bookrunners, the Managers and the Hong Kong Share Registrar take no responsibility for such applications, and provide no assurance that applications through the **White Form eIPO** service will be submitted to the Company or that you will be allotted any Hong Kong Offer Shares.

Please note that Internet services may have capacity limitations and/or be subject to service interruptions from time to time. To ensure that you can submit your application through the **White Form eIPO** service, you are advised not to wait until the last day for submitting applications in the Hong Kong Offer to submit your electronic application instructions. In the event that you have problems connecting to the designated website for the **White Form eIPO** service, you should submit a **WHITE** or **YELLOW** Application Form. However, once you have submitted electronic application instructions through the **White Form eIPO** service and completed payment in full using the application reference number provided to you on the designated website, you will be deemed to have made an actual application and should not submit a **WHITE** or **YELLOW** Application Form nor give electronic instructions to HKSCC via CCASS.

### **Additional Information for Applying Through White Form eIPO Service**

For the purposes of allocating Hong Kong Offer Shares, each applicant giving electronic application instructions through the **White Form eIPO** service to the White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) will be treated as an applicant.

If your payment of application monies is insufficient, or in excess of the required amount, having regard to the number of Hong Kong Offer Shares for which you have applied, or if your application is otherwise rejected by the designated White Form eIPO Service Provider, the designated White Form eIPO Service Provider may adopt alternative arrangements for the refund of monies to you. Please refer to the additional information provided by the designated White Form eIPO Service Provider on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

## **6 APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC VIA CCASS**

### **General**

CCASS Participants may give **electronic application instructions** to HKSCC to apply for the Hong Kong Offer Shares and to arrange payment of the monies due on application and payment of refunds. This will be in accordance with their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give **electronic application instructions** through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). Those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC through CCASS terminals to apply for Hong Kong Offer Shares.

HKSCC can also input **electronic application instructions** for you if you go to the customer service center of HKSCC at 2/F Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong, and complete an input request form. Copies of the Hong Kong Prospectus are available for collection from the customer service center.

By giving **electronic application instructions** to HKSCC, you are deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application, whether submitted by you or through your broker or custodian, to the Company, the Joint Global Co-ordinators and the Hong Kong Share Registrar. For the purposes of allocating Hong Kong Offer Shares, HKSCC or HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **electronic application instructions** or each person for whose benefit each such instructions is given will be treated as an applicant.

#### **Minimum Subscription Amount and Permitted Numbers**

You may give or cause your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** in respect of a minimum of 100 Hong Kong Offer Shares. Each instruction in respect of more than 100 Hong Kong Offer Shares must be in one of the numbers set out in the table in the Application Forms. No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

#### **Deadline for Submission**

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- 13 May 2011 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- 14 May 2011 8:00 a.m. to 1:00 p.m.<sup>(1)</sup>
- 16 May 2011 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- 17 May 2011 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>
- 18 May 2011 8:00 a.m.<sup>(1)</sup> to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on 13 May 2011 until 12:00 noon on 18 May 2011 (24 hours daily, except the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on 18 May 2011, the last application day or such later time as described in the paragraph headed "How to Apply for Hong Kong Offer Shares—Effect of Bad Weather on the Opening of the Application Lists" in this section.

#### **No Multiple Applications**

Any **electronic application instructions** to make an application for the Hong Kong Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application. If you are suspected of having made multiple instructions or if more than one application is made for your benefit, the number of Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Hong Kong Offer Shares in respect of which you have given such instructions and/or in respect of which such instructions have been given for your benefit.

#### **Section 40 of the Companies Ordinance**

For the avoidance of doubt, the Company and all other parties involved in the preparation of this Hong Kong Prospectus acknowledge that each CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies Ordinance (as applied by Section 342E of the Companies Ordinance).

## Warning

The subscription of the Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. The Company, the Directors, the Joint Global Co-ordinators, the Joint Bookrunners and the Managers take no responsibility for the application and provide no assurance that any CCASS Participant will be allotted any Hong Kong Offer Shares.

To ensure that CCASS Investor Participants can give their **electronic application instructions** to HKSCC through the CCASS Phone System or the CCASS Internet System, CCASS Investor Participants are advised not to wait until the last minute to input their **electronic application instructions** to the systems. In the event that CCASS Investor Participants have problems connecting to the CCASS Phone System or the CCASS Internet System to submit their **electronic application instructions**, they should either: (i) submit a **WHITE** or **YELLOW** Application Form; or (ii) go to HKSCC's customer service center to complete an input request form for **electronic application instructions** before 12:00 noon on 18 May 2011, or such later time as described in the paragraph headed "How to Apply for Hong Kong Offer Shares—Effect of Bad Weather on the Opening of the Application Lists" in this section.

## 7 TERMS AND CONDITIONS OF AN APPLICATION

There are detailed instructions on each Application Form and on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). You should read and follow these instructions carefully. If you do not strictly follow the instructions, your application may be rejected.

By completing and submitting a **WHITE** or **YELLOW** Application Form or applying through the **White Form eIPO** service or by giving **electronic application instructions**, among other things you (or HKSCC Nominees on behalf of you):

- (a) agree with the Company and each of its shareholders, and the Company agrees with each of its shareholders, to observe and comply with the Companies Ordinance, to the extent applicable, the Jersey Companies Law and the Articles;
- (b) confirm that you have read the terms and conditions and application procedures set out in this Hong Kong Prospectus and the **WHITE** or **YELLOW** Application Form (if applicable) (and in the case of an application through the **White Form eIPO** service, the terms and conditions of the **White Form eIPO** designated website at [www.eipo.com.hk](http://www.eipo.com.hk)) and agree to be bound by them;
- (c) confirm that you have received and/or read both parts (printed in two separate volumes) of this Hong Kong Prospectus (and in the case of an application through the **White Form eIPO** service, the terms and conditions of the **White Form eIPO** designated website at [www.eipo.com.hk](http://www.eipo.com.hk)) and have only relied on the information and representations contained in this Hong Kong Prospectus (and in the case of an application through the **White Form eIPO** service, the **White Form eIPO** designated website at [www.eipo.com.hk](http://www.eipo.com.hk)) in making your application and will not rely on any other information or representations save as set out in any supplement to this Hong Kong Prospectus;
- (d) agree that none of the Company, the Joint Global Co-ordinators, the Joint Bookrunners, the Managers, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offer is or will be liable for any information and representations not contained in this Hong Kong Prospectus and any supplement thereto (and only then to the extent such liability is held to exist by a court with competent jurisdiction);
- (e) undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offer nor otherwise participated in the International Offer;
- (f) (if the application is made for your own benefit) warrant that this is the only application which has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or through the **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk));
- (g) (if you are an agent for another person) warrant that reasonable enquiries have been made of that other person that this is the only application which has been or will be made for the benefit of that other person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or through the **White Form eIPO** service and that you are duly authorised to



sign the Application Form or apply through the **White Form eIPO** service or give **electronic application instructions** as that other person's agent;

- (h) (if the application is made by an agent on your behalf) warrant that you have validly and irrevocably conferred on your agent all necessary power and authority to make the application;
- (i) agree to disclose to the Company, the Hong Kong Share Registrar, receiving banks, the Joint Global Co-ordinators, the Managers and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- (j) instruct and authorise the Company and/or the Joint Global Co-ordinators (or their agents or nominees), as agents of the Company, to execute any documents on your behalf and to do on your behalf all things necessary to effect the registration of any Hong Kong Offer Shares allocated to you in your name(s) or in the name of HKSCC Nominees, as the case may be, required by the Articles, and otherwise to give effect to the arrangements described in this Hong Kong Prospectus, the Application Forms and the **White Form eIPO** designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (as the case may be);
- (k) undertake to sign all documents and to do all things necessary to enable you or HKSCC Nominees, as the case may be, to be registered as the holder of the Hong Kong Offer Shares to be allocated to you, and as required by the Articles;
- (l) if the laws of any place outside Hong Kong are applicable to your application, agree and warrant that you have complied with all such laws and that none of the Company, the Joint Global Co-ordinators and the Managers nor any of their respective directors, officers or advisers will infringe any law outside Hong Kong as a result of the acceptance of your offer to subscribe, or any action arising from your rights and obligations under the terms and conditions contained in this Hong Kong Prospectus;
- (m) agree with the Company and each Shareholder that the Ordinary Shares are freely transferable by the holders thereof;
- (n) confirm that you are aware of the restrictions on the Global Offer disclosed in this Hong Kong Prospectus;
- (o) agree (without prejudice to any other rights which you may have) that once your application has been accepted, you may not rescind it because of a misrepresentation;
- (p) agree that the application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;
- (q) represent, warrant and undertake that you are not, and none of the other person(s) for whose benefit you are applying, is a United States person (as defined in Regulation S);
- (r) represent, warrant and undertake that you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and you and any person for whose account or benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) when completing and submitting any Application Form or applying through the **White Form eIPO** service, and will be acquiring the Hong Kong Offer Shares in an offshore transaction (as defined in Regulation S under the U.S. Securities Act);
- (s) warrant the truth and accuracy of the information contained in the application;
- (t) undertake and agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated under the application;
- (u) acknowledge that the Hong Kong Offer Price may fall outside of the Hong Kong Offer Price Range as a result of fluctuations in the exchange rates between pounds sterling and Hong Kong dollars, pounds sterling and U.S. dollars or U.S. dollars and Hong Kong dollars prior to the Price Determination Date and agree that in such circumstances you will, if your application is accepted, be bound to purchase at the Hong Kong Offer Price the Ordinary Shares that are allocated to you;
- (v) authorise the Company to place your name(s) on the application or the name of the HKSCC Nominees, as the case may be, on the Hong Kong Branch Register as the holder(s) of any Hong Kong Offer Shares allocated, and the Company or its agents to send any share certificate(s) and/or any refund cheque(s) to you (or in case of joint applicants, the first-named applicant) by ordinary post at your own risk to the address stated on the application, except that if you have applied for 1,000,000 or more Hong Kong Offer Shares and have indicated in the relevant application that you will collect the

share certificate(s) and/or refund cheque(s) in person, you may do so in the manner as described in the paragraph headed “How to Apply for Hong Kong Offer Shares—Despatch/Collection of Share Certificates and Refund Monies” in this section or such other date as notified by the Company in the newspapers as the date of despatch or collection of share certificates/e-Refund payment instructions/refund cheques;

- (w) authorise the Company to enter into a contract on your behalf with each of the Directors and officers whereby each such Director and officer undertakes to observe and comply with their obligations to Shareholders, as stipulated in the Articles; and
- (x) understand that these declarations and representations will be relied upon by the Company and the Joint Global Co-ordinators in deciding whether or not to allocate any Hong Kong Offer Shares in response to the application and you may be prosecuted for making a false declaration.

#### **Additional Terms and Conditions for YELLOW Application Forms**

If you apply for the Hong Kong Offer Shares using a **YELLOW** Application Form, in addition to the confirmations and agreements referred to above, you agree that:

- (a) any Hong Kong Offer Shares allocated to you shall be registered in the name of HKSCC Nominees and deposited directly into CCASS operated by HKSCC for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant, in accordance with your election on the Application Form;
- (b) each of HKSCC and HKSCC Nominees reserves the right (1) not to accept any or part of such allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees or not to accept such allotted Hong Kong Offer Shares for deposit into CCASS; (2) to cause such allotted Hong Kong Offer Shares to be withdrawn from CCASS and transferred into your name at your own risk and costs; and (3) to cause such allotted Hong Kong Offer Shares to be issued in your name (or, if you are a joint applicant, to the first-named applicant) and in such a case, to post the share certificates for such allotted Hong Kong Offer Shares at your own risk to the address on your Application Form by ordinary post or to make available the same for your collection;
- (c) each of HKSCC and HKSCC Nominees may adjust the number of allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees;
- (d) neither HKSCC nor HKSCC Nominees shall have any liability for the information and representations not so contained in this Hong Kong Prospectus and the Application Form; and
- (e) neither HKSCC nor HKSCC Nominees shall be liable to you in any way.

In order for a **YELLOW** Application Form to be valid, you, as an applicant, must complete the Application Form as indicated below and sign on the first page of the Application Form. Only written signatures will be accepted. Incorrect or incomplete details of the CCASS Participant or the omission or inadequacy of the participant I.D. or other similar matters may render the application invalid.

**(a) If the application is made through a designated CCASS Participant (other than a CCASS Investor Participant):**

the designated CCASS Participant must endorse the Application Form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box in the Application Form.

**(b) If the application is made by an individual CCASS Investor Participant:**

- (i) the Application Form must contain the CCASS Investor Participant’s name and Hong Kong identity card number; and
- (ii) the CCASS Investor Participant must insert its participant I.D. in the appropriate box in the Application Form.

**(c) If the application is made by a joint individual CCASS Investor Participant:**

- (i) the Application Form must contain all joint CCASS Investor Participants’ names and the Hong Kong identity card number of all joint CCASS Investor Participants; and
- (ii) the participant I.D. must be inserted in the appropriate box in the Application Form.

**(d) If the application is made by a corporate CCASS Investor Participant:**

- (i) the Application Form must contain the CCASS Investor Participant's company name and Hong Kong business registration number; and
- (ii) the participant I.D. and company chop (bearing its company name) must be inserted in the appropriate box in the Application Form.

**Additional Terms and Conditions for Electronic Application Instructions**

By giving **electronic application instructions** to HKSCC or instructing a broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, in addition to the confirmations and agreements referred to above, the persons who have given **electronic application instructions** (and, if they are joint applicants, each of them jointly and severally) are taken to:

- (a) agree that HKSCC Nominees is only acting as a nominee for that person and shall not be liable for any breach of the terms and conditions of the **WHITE** Application Form or this Hong Kong Prospectus;
- (b) agree to the arrangements, undertakings and warranties specified in the participant agreement between that person and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, in respect of the giving of **electronic application instructions** relating to Hong Kong Offer Shares;
- (c) agree that the section of the **WHITE** Application Form entitled "Personal Data" applies to any personal data held by the Company and the Hong Kong Share Registrar about that person in the same way as it applies to personal data about applicants other than HKSCC Nominees;
- (d) instruct and authorise HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Hong Kong Offer Shares on that person's behalf;
- (e) instruct and authorise HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee by debiting that person's designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the Offer Price per Ordinary Share initially paid on application, refund the application monies, in each case including brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee, by crediting that person's designated bank account; and
- (f) instruct and authorise HKSCC to cause HKSCC Nominees to do on that person's behalf all the things which it is stated to do on his or her behalf in the **WHITE** Application Form and in this Hong Kong Prospectus.

Neither HKSCC nor HKSCC Nominees shall be liable to the Company or any other person in respect of any the above.

**8 HOW MANY APPLICATIONS CAN YOU MAKE**

You may make more than one application for the Hong Kong Offer Shares if and only if you are a nominee, in which case you may give **electronic application instructions** to HKSCC (if you are a CCASS Participant) and lodge more than one **WHITE** or **YELLOW** Application Form in your own name if each application is made on behalf of different beneficial owners. In the box on the Application Form marked "For nominees" you must include:

- an account number; or
- some other identification code,

for each beneficial owner or, in the case of joint beneficial owners, for each such beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.

Otherwise, multiple applications for the Hong Kong Offer Shares are not allowed.

Except where you are a nominee and provide the information required to be provided in your application, all of your applications will be rejected as multiple applications under the Hong Kong Offer if you, or you and your joint applicant(s) together:

- make more than one application (whether individually or jointly) on a **WHITE** or **YELLOW** Application Form or through the **White Form eIPO** service or give **electronic application instructions** to HKSCC; or
- both apply (whether individually or jointly) on one (or more) **WHITE** Application Form and one (or more) **YELLOW** Application Form or apply on one (or more) **WHITE** or **YELLOW** Application Form and through the **White Form eIPO** service or give **electronic application instructions** to HKSCC; or
- apply (whether individually or jointly) on a **WHITE** or **YELLOW** Application Form or through the **White Form eIPO** service or give **electronic application instructions** to HKSCC for more than 15,625,000 Shares, being 50% of the Ordinary Shares initially being offered under the Hong Kong Offer; or
- have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) International Offer Shares under the International Offer.

All of your applications will also be rejected as multiple applications if more than one application on a **WHITE** or **YELLOW** Application Form or through the **White Form eIPO** service or by giving **electronic application instructions** to HKSCC is made for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**). If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being for your benefit.

“**Unlisted company**” means a company with no equity securities listed on the Hong Kong Stock Exchange.

“**Statutory control**” means you:

- control the composition of the board of directors of the company; or
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

## **9 HOW MUCH ARE THE HONG KONG OFFER SHARES**

The initial maximum offer price is HK\$79.18 per Ordinary Share. You must also pay brokerage of 1%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%. This means that for one board lot of 100 Ordinary Shares you will pay HK\$7,997.82. The **WHITE** and **YELLOW** Application Forms have tables showing the exact amount payable for numbers of Ordinary Shares up to 15,625,000 Ordinary Shares.

You must pay the initial maximum Offer Price, brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee in full upon application by a cheque or a banker’s cashier order in accordance with the terms set out in the Application Forms (if you apply by an Application Form).

If your application is successful, brokerage is paid to participants of the Hong Kong Stock Exchange, and the SFC transaction levy and the Hong Kong Stock Exchange trading fee are paid to the Hong Kong Stock Exchange (in the case of the SFC transaction levy, collected by the Hong Kong Stock Exchange on behalf of the SFC).

## **10 WHEN CAN YOU APPLY**

Your completed Application Form, together with a cheque attached and marked payable to “Bank of China (Hong Kong) Nominees Limited—Glencore Public Offer” for the payment, should be deposited in the special collection boxes provided at any of the places where your relevant Application Form can be collected as listed under the paragraph headed “How to Apply for Hong Kong Offer Shares—Applying

Using an Application Form—Where to Collect the Application Forms” in this section, at the following times:

- 13 May 2011 9:00 a.m. to 5:00 p.m.
- 14 May 2011 9:00 a.m. to 1:00 p.m.
- 16 May 2011 9:00 a.m. to 5:00 p.m.
- 17 May 2011 9:00 a.m. to 5:00 p.m.
- 18 May 2011 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on 18 May 2011 or, if the application lists do not open and close on that day, then on the time and date stated in the paragraph headed “How to Apply for Hong Kong Offer Shares—Effect of Bad Weather on the Opening of the Application Lists” in this section.

No proceedings will be taken on applications for the Ordinary Shares and no allotment of any such Ordinary Shares will be made until the closing of the application lists. No allotment of any of the Ordinary Shares will be made later than 12 June 2011.

## **11 EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS**

The application lists will not open if there is:

- a tropical cyclone warning signal number 8 or above; or
- a “black” rainstorm warning,

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on 18 May 2011. Instead they will open between 11:45 a.m. and 12:00 noon on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon.

“**Business Day**” referred to in this paragraph means a day that is not a Saturday, Sunday or a public holiday in Hong Kong.

If the application lists do not open and close on 18 May 2011 or if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force in Hong Kong on the other dates mentioned in the section “Expected Timetable of Principal Events in Hong Kong” in this Wrap, other dates mentioned in the section “Expected Timetable of Principal Events in Hong Kong” in this Wrap may be affected. An announcement will be made in such event.

## **12 PUBLICATION OF RESULTS**

The Company expects to announce the Offer Price and the Hong Kong Offer Price on 19 May 2011. In addition, on 24 May 2011, the Company expects to announce and an indication of the level of interest in the International Offer, the level of applications in the Hong Kong Offer and the basis of allotment of the Hong Kong Offer Shares in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at [www.glencore.com](http://www.glencore.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Offer will be available at the times and dates and in the manner specified below:

- (a) results of allocations for the Hong Kong Offer can be found in the announcement to be posted on the Company’s website at [www.glencore.com](http://www.glencore.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on 24 May 2011;
- (b) results of allocations for the Hong Kong Offer will be available from the designated results of allocations website at [www.iporesults.com.hk](http://www.iporesults.com.hk) on a 24-hour basis from 8:00 a.m. on 24 May 2011 to 12:00 midnight on 30 May 2011. Search by ID function will be available on the results of allocations website at [www.iporesults.com.hk](http://www.iporesults.com.hk), or via a hyperlink from our website at [www.glencore.com](http://www.glencore.com) to the results of allocations website at [www.iporesults.com.hk](http://www.iporesults.com.hk). The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result;
- (c) results of allocations will be available from the Hong Kong Offer allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number

of Hong Kong Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from 24 May 2011 to 27 May 2011; and

- (d) special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from 24 May 2011 to 26 May 2011 at all the receiving bank branches and sub-branches at the addresses set out in the paragraph headed “How to Apply for Hong Kong Offer Shares—Applying through White or Yellow Application Forms” in this section.

The Company may accept your offer to subscribe for Ordinary Shares (if your application is received, valid, processed and not rejected) by announcing the basis of allotment and/or making available the results of allocations publicly. If the Company accepts your offer to subscribe for Ordinary Shares (in whole or in part), there will be a binding contract under which you will be required to subscribe for the Hong Kong Offer Shares in respect of which your offer has been accepted if the conditions of the Global Offer are satisfied or the Global Offer is not otherwise terminated. You will not be entitled to exercise any remedy of rescission for misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

### **13 CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED HONG KONG OFFER SHARES**

Full details of the circumstances in which you will not be allotted Hong Kong Offer Shares are set out in this Hong Kong Prospectus, the relevant Application Forms (whether you are making your application by an Application Form or **electronically instructing** HKSCC to cause HKSCC Nominees to apply on your behalf) and on the **White Form eIPO** service designated website at [www.eipo.com.hk](http://www.eipo.com.hk) for applications made using the **White Form eIPO** service, and you should read them carefully. You should note in particular the following situations in which Hong Kong Offer Shares will not be allotted to you:

#### **(a) If your application is revoked:**

By completing and submitting an Application Form or giving **electronic application instructions** to HKSCC or to the White Form eIPO Service Provider through the **White Form eIPO** service, you agree that your application or the application made by HKSCC Nominees on your behalf cannot be revoked on or before 26 May 2011. This agreement will take effect as a collateral contract with the Company, and will become binding when you lodge your Application Form, submit an application through the **White Form eIPO** service or give your **electronic application instruction** to HKSCC and an application has been made by HKSCC Nominees on your behalf accordingly. This collateral contract will be in consideration of the Company agreeing that it will not offer any Hong Kong Offer Shares to any person before the fifth day after the time of opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong), except by means of one of the procedures referred to in this Hong Kong Prospectus.

Your application or the application made by HKSCC Nominees or to the White Form eIPO Service Provider through the **White Form eIPO** service may only be revoked on or before 26 May 2011 if a person responsible for this Hong Kong Prospectus under Section 40 of the Companies Ordinance (as applied by section 342E of the Companies Ordinance) gives a public notice under that section which excludes or limits the responsibility of that person for this Hong Kong Prospectus.

If any supplement to this Hong Kong Prospectus is issued, applicant(s) who have already submitted an application may or may not (depending on the information contained in the supplement) be notified that they can withdraw their applications. If applicant(s) have not been so notified, or if applicant(s) have been notified but have not withdrawn their applications in accordance with the procedure to be notified, all applications that have been submitted remain valid and may be accepted. Subject to the above, an application once made is irrevocable and applicants shall be deemed to have applied on the basis of this Hong Kong Prospectus as supplemented.

If your application or the application made by HKSCC Nominees or to the White Form eIPO Service Provider through the **White Form eIPO** service on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.

**(b) If the Company or its agents exercise its or their discretion to reject your application:**

The Company and the Joint Global Co-ordinators, or their respective agents and nominees or the White Form eIPO Service Provider (where applicable), have full discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.

**(c) If the allotment of Hong Kong Offer Shares is void:**

The allotment of Hong Kong Offer Shares to you or to HKSCC Nominees (if you give **electronic application instructions** to HKSCC or apply by a **YELLOW** Application Form) will be void if the Listing Committee of the Hong Kong Stock Exchange does not grant permission to list the Ordinary Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Listing Committee of the Hong Kong Stock Exchange notifies the Company of that longer period within three weeks of the closing date of the application lists.

**(d) If your application is rejected:**

You will not receive any allotment if:

- you make multiple applications or suspected multiple applications as described in the paragraph headed “How Many Applications Can You Make” in this section;
- your application is for more than 15,625,000 Hong Kong Offer Shares, exceeding 50% of the 31,250,000 Hong Kong Offer Shares initially offered for public subscription under the Hong Kong Offer;
- you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Hong Kong Offer Shares and International Offer Shares (reasonable steps will be taken to identify and reject applications in the Hong Kong Offer from investors who have received International Offer Shares, and to identify and reject indications of interest in the International Offer from investors who have received Hong Kong Offer Shares in the Hong Kong Offer);
- your Application Form is not completed in accordance with the instructions as stated in the Application Form (if you apply by an Application Form);
- your application through the **White Form eIPO** service is not completed in accordance with the instructions, terms and conditions set out in the designated website at [www.eipo.com.hk](http://www.eipo.com.hk);
- your payment is not made correctly or you pay by cheque or banker’s cashier order and the cheque or banker’s cashier order is dishonoured upon its first presentation;
- the Underwriting Agreement does not become unconditional either in respect of the Hong Kong Offer or in respect of the Global Offer;
- the Underwriting Agreement is terminated in accordance with its terms either in respect of the Hong Kong Offer or in respect of the Global Offer;
- the Company or the Joint Global Co-ordinators believe that by accepting your application, it would violate applicable securities or other laws, rules or regulations; and
- you have applied for a single board lot of Hong Kong Offer Shares and the Hong Kong Offer Price is above the high end of the Hong Kong Offer Price Range as described in the section “Structure of the Global Offer—Determination of Hong Kong Offer Price” in this Wrap.

#### **14 REFUND OF APPLICATION MONIES**

If an application is not accepted or accepted in part only, or if the Hong Kong Offer Price as finally determined is less than the offer price initially paid on application of HK\$79.18 per Ordinary Share (excluding brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Offer are not fulfilled in accordance with the section “Structure of the Global Offer—Conditions of the Hong Kong Offer” in this Hong Kong Prospectus or if any application is revoked or any allotment pursuant thereto has become void, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee, will be refunded, without interest. All such interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the benefit of the Company. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.

In a contingency situation involving a substantial over-subscription, at the discretion of the Company and the Joint Global Co-ordinators, cheques for applications for certain small denominations of Hong Kong Offer Shares on Application Forms (apart from successful applications) may not be cleared.

Refund of your application monies (if any) will be made on 24 May 2011 in accordance with the various arrangements as described in the paragraph headed “Despatch/Collection of Share Certificates and Refund Monies” in this section.

## **15 DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES**

### **General**

The Company will not issue temporary documents of title. No receipt will be issued for sums paid on application.

You will receive one share certificate for all the Hong Kong Offer Shares issued to you under the Hong Kong Offer (except pursuant to applications made on **YELLOW** Application Forms or by **electronic application instructions** to HKSCC via CCASS where the share certificates will be deposited into CCASS as described below).

If you applied on a **WHITE** Application Form or through the **White Form eIPO** service, subject to personal collection as mentioned below, in due course there will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on the application, a share certificate for all the Hong Kong Offer Shares successfully applied for. If you applied on a **YELLOW** Application Form or gave **electronic application instructions** to HKSCC, your share certificate for the Hong Kong Offer Shares successfully applied for will be deposited into CCASS as described below.

For applications on **WHITE** and **YELLOW** Application Forms and through the **White Form eIPO** service, a refund cheque crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, the first-named applicant) in due course will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on the application, for (i) the surplus application monies for the Hong Kong Offer Shares unsuccessfully applied for, if the application is partially unsuccessful; or (ii) all the application monies, if the application is wholly unsuccessful; and/or (iii) the difference between the Offer Price and the maximum offer price per Ordinary Share paid on application in the event that the Offer Price is less than the offer price per Ordinary Share initially paid on application, in each case including brokerage of 1%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%, attributable to such refund/surplus monies but without interest. Further, if you apply through the **White Form eIPO** service and pay the application monies from a single bank account, you may have e-refund payment instructions (if any) despatched to the application payment account.

Part of your Hong Kong identity card number/passport number, or, if you are joint applicants, part of the Hong Kong identity card number/passport number of the first-named applicant, provided by you may be printed on your refund cheque, if any. Such data will be transferred to a third party for refund purposes. Your banker may require verification for your Hong Kong identity card number/passport number before encashment of your refund cheque(s). Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of, or may invalidate, your refund cheque(s).

Subject to personal collection as mentioned below, the share certificates and refund cheques are expected to be posted and e-Refund payment instructions are expected to be despatched on or before 24 May 2011 2011. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of cheque(s).

Share certificates will only become valid certificates of title at 9:00 a.m. (Hong Kong time) on 25 May 2011 provided that the Global Offer has become unconditional in all respects. Investors who trade Ordinary Shares prior to the receipt of share certificates or prior to the share certificates becoming valid certificates do so entirely at their own risk.

### **Personal Collection**

#### **(a) If you apply using a WHITE Application Form**

If you have applied for 1,000,000 Hong Kong Offer Shares or more on a **WHITE** Application Form and have indicated your intention in your **WHITE** Application Form to collect your refund cheque(s) and/or share certificate(s) (where applicable) in person and have provided all information required by your Application Form, you may collect the relevant refund cheque(s) and/or share certificate(s) (where



applicable) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on 24 May 2011 or such other date as notified by the Company in the newspapers as the date of collection/despatch of e-Refund payment instructions/refund cheques/share certificates. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your corporation's chop. Such authorised representatives must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) and/or share certificate(s) (where applicable) personally within the time specified for collection, they will be sent to the address as specified in the relevant Application Form promptly thereafter, by ordinary post and at your own risk.

If you have applied for less than 1,000,000 Hong Kong Offer Shares or you have applied for 1,000,000 or more Hong Kong Offer Shares but have not indicated on the relevant Application Form that you will collect your refund cheque(s) and/or share certificate(s) (where applicable) in person, your refund cheque(s) and/or share certificate(s) (where applicable) will be sent to the address on the relevant Application Form on or before 24 May 2011, by ordinary post and at your own risk.

**(b) If you apply using a YELLOW Application Form**

If you apply for 1,000,000 Hong Kong Offer Shares or more and you have elected on your **YELLOW** Application Form to collect your refund cheque (where applicable) in person, please follow the same instructions as those for **WHITE** Application Form applicants as described above. If you have applied for 1,000,000 Hong Kong Offer Shares or above and have not indicated on your Application Form that you will collect your refund cheque (if any) in person, or if you have applied for less than 1,000,000 Hong Kong Offer Shares, your refund cheque (if any) will be sent to the address on your Application Form on the date of despatch, which is expected to be on 24 May 2011, by ordinary post and at your own risk.

If you apply for Hong Kong Offer Shares using a **YELLOW** Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant as instructed by you in your Application Form on 24 May 2011, or under a contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

**(c) If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant)**

For Hong Kong Offer Shares credited to the stock account of your designated CCASS Participant (other than CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allotted to you with that CCASS Participant.

**(d) If you are applying as a CCASS Investor Participant**

The Company expects to publish the results of CCASS Investor Participants' applications together with the results of the Hong Kong Offer in the manner as described in the paragraph headed "Publication of Results" in this section on 24 May 2011. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on 24 May 2011 or any other date HKSCC or HKSCC Nominees chooses. Immediately after the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your stock account.

**(e) If you apply through the White Form eIPO Service**

If you apply for 1,000,000 Hong Kong Offer Shares or more through the **White Form eIPO** service by submitting an electronic application to the White Form eIPO Service Provider through the designated website [www.eipo.com.hk](http://www.eipo.com.hk) and your application is wholly or partially successful, you may collect your share certificate(s) in person from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on 24 May 2011, or such other date as notified by the Company in the newspapers as the date of despatch/collection of share certificates/e-Refund payment instructions/refund cheques. If you do not collect your

share certificate(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions to the White Form eIPO Service Provider promptly thereafter, by ordinary post and at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your share certificate(s) will be sent to the address specified in your application instructions to the White Form eIPO Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) on 24 May 2011, by ordinary post and at your own risk.

If you apply through the **White Form eIPO** service by paying the application monies through a single bank account, you may have e-Refund payment instructions (if any) despatched to the application payment account on or before 24 May 2011. If you apply through the **White Form eIPO** service by paying the application monies through multiple bank accounts, you may have refund cheque(s) sent to the address specified in your application instructions to the designated White Form eIPO Service Provider on or before Tuesday, 24 May 2011, by ordinary post and at your own risk.

Also note the additional information relating to refund of application monies overpaid, application money underpaid or applications rejected by the White Form eIPO Service Provider set out in the paragraph headed “Applying through the **White Form eIPO** service—Refunds” in this section.

#### **Deposit of Share Certificates into CCASS and Refund of Application Monies**

If you applied by giving **electronic application instructions** to HKSCC and if your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of the stock account of the CCASS Participant which you have instructed to give electronic application instructions on your behalf or your CCASS Investor Participant stock account on 24 May 2011, or, in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees.

The Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Hong Kong Offer in the manner as described in the paragraph headed “Publication of Results” in this section on 24 May 2011. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on 24 May 2011 or such other date as shall be determined by HKSCC or HKSCC Nominees.

If you have instructed your broker or custodian to give electronic application instructions on your behalf, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.

If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time) on 24 May 2011. HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.

Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or the difference between the Hong Kong Offer Price and the offer price per Ordinary Share initially paid on application, in each case including brokerage of 1%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%, will be credited to your designated bank account or the designated bank account of your broker or custodian on 24 May 2011. No interest will be paid thereon.

#### **16 ADMISSION OF THE SHARES INTO CCASS**

If the Hong Kong Stock Exchange grants the listing of, and permission to deal in, the Ordinary Shares and the Company complies with the stock admission requirements of HKSCC, the Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Ordinary Shares on the Hong Kong Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second normal business day in Hong Kong after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made enabling the Ordinary Shares to be admitted into CCASS.