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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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### **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This prospectus includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (subsidiary legislation V of Chapter 571 of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to our Company. This prospectus, for which our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement in this prospectus misleading.

The Offer Shares are offered solely on the basis of the information contained and the representations made in this prospectus and the Application Forms. So far as the Global Offering is concerned, no person is authorised to give any information or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by us, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors (where applicable) or any other parties involved in the Global Offering.

### **UNDERWRITING**

This prospectus is published solely in connection with the Hong Kong Public Offer, which forms part of the Global Offering. For applicants under the Hong Kong Public Offer, this prospectus and the related Application Forms contain the terms and conditions of the Hong Kong Public Offer. The Global Offering comprises the International Placing and the Hong Kong Public Offer subject, in each case, to adjustment described in the section headed "Structure and conditions of the Global Offering" in this prospectus. The number of the Offer Shares is subject to the Over-allotment Option.

The Listing is sponsored by the Sole Sponsor and the Global Offering is lead managed by the Joint Lead Managers. The Hong Kong Public Offer Shares are fully underwritten by the Hong Kong Underwriters and the International Placing Shares are expected to be fully underwritten by the International Underwriters. For particulars of the Underwriters and the underwriting arrangements, please see the section headed "Underwriting" in this prospectus.

### **RESTRICTIONS ON OFFER OF THE OFFER SHARES**

No action has been taken to permit a public offering of the Offer Shares or the general distribution of this prospectus and the Application Forms in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction outside Hong Kong or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

Each person acquiring the Hong Kong Public Offer Shares under the Hong Kong Public Offer will be required to confirm and is deemed by his/her/its acquisition of the Offer Shares to have confirmed that he/she/it is aware of the restrictions on offers of the Offer Shares described in this prospectus and the Application Forms and that he/she/it is not acquiring, and has not been offered any Offer Shares in circumstances that contravene any such restrictions.

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Prospective applicants for the Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

### **APPLICATION FOR LISTING ON THE STOCK EXCHANGE**

Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering as mentioned in this prospectus (including any Shares to be issued pursuant to the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme).

No part of the Shares or our Company's loan capital is listed or dealt in on any other stock exchanges. At present, our Company is not seeking or proposing to seek listing of, or permission to deal in, its securities on any other stock exchange.

### **HONG KONG SHARE REGISTER AND STAMP DUTY**

All Shares issued pursuant to applications made in the Global Offering will be registered on our Company's branch register of members to be maintained in Hong Kong by our branch share registrar and transfer office in Hong Kong.

Our Company's principal register of members will be maintained by our principal share registrar and transfer office in Bermuda.

Our Shares registered on our Hong Kong branch register of members constitute Hong Kong property. Dealings in the Shares registered on our Company's branch register of members in Hong Kong will be subject to Hong Kong stamp duty.

Unless determined otherwise by our Company, dividends payable in HK dollars in respect of the Shares will be paid to the Shareholders listed on our Company's branch register of members to be maintained in Hong Kong, by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder, or if joint Shareholders, to the first-named therein in accordance with the Bye-Laws.

### **STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING**

Further details of the structure and conditions of the Global Offering, including details of the Over-allotment Option, are set forth under the section headed "Structure and Conditions of the Global Offering" in this prospectus.

### **PROCEDURE FOR APPLICATION FOR THE HONG KONG PUBLIC OFFER SHARES**

The procedure for applying for the Hong Kong Public Offer Shares is set forth in the section headed "How to apply for Hong Kong Public Offer Shares" in this prospectus and the Application Forms.

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### PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for or purchasing the Offer Shares or holding, disposing of or dealing in the Offer Shares, you should consult an expert. Our Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors or other parties involved in the Global Offering do not accept responsibility for any tax effects on, or liability of, any person resulting from subscribing for or purchasing or holding or disposing of or dealing in the Offer Shares.

### LANGUAGE

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail. Translated English names of Chinese laws and regulations, governmental authorities, departments, entities institutions, natural persons, facilities, certificates, titles and the like included in this prospectus and for which no official English translation exists are unofficial translations for identification purposes only. In the event of any inconsistency, the Chinese name prevails.