
STRUCTURE OF GLOBAL OFFERING

PRICE PAYABLE ON APPLICATION

The Offer Price will not be more than HK\$2.35 and is expected to be not less than HK\$1.75 unless otherwise announced by no later than the morning of the last day for lodging applications under the Hong Kong Public Offering as further explained below. If you apply for the Offer Shares under the Hong Kong Public Offering, you must pay the maximum Offer Price of HK\$2.35 per Offer Share plus a 1.0% brokerage fee, 0.005% Stock Exchange trading fee and 0.003% SFC transaction levy.

If the Offer Price, as finally determined in the manner described below, is lower than HK\$2.35, we will refund the respective difference, including the brokerage fee, Stock Exchange trading fee and SFC transaction levy attributable to the surplus application monies. We will not pay interest on any refunded amounts. You may find further details in the “How to Apply for Hong Kong Offer Shares and Reserved Shares” section in this Prospectus.

DETERMINATION OF THE OFFER PRICE

We expect the Offer Price to be fixed by agreement among us (on behalf of ourselves and the Selling Shareholder) and the Joint Bookrunners, on behalf of the Underwriters, on the Price Determination Date when market demand for the Offer Shares will be determined. We expect the Price Determination Date to be on or around 24 June 2011 and in any event, no later than 28 June 2011. The Offer Price will not be more than HK\$2.35 per Offer Share and is expected to be not less than HK\$1.75 per Offer Share. **You should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this Prospectus.**

The Sole Global Coordinator, on behalf of the Underwriters, may, where considered appropriate based on the level of interest expressed by prospective professional, institutional and other investors during the book-building process, reduce the number of Offer Shares and/or the indicative Offer Price range below that described in this Prospectus on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, we will as soon as practicable following the decision to make such reduction and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering publish a notice in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) of the reduction in the number of Offer Shares and/or the indicative Offer Price range. Such announcements will also be available at the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.newton-resources.com.

Upon issue of such a notice, the revised number of Offer Shares and/or Offer Price range will be final and conclusive and the Offer Price, if agreed upon between the Joint Bookrunners, on behalf of the Underwriters and us (on behalf of ourselves and the Selling Shareholder), will be fixed within such revised Offer Price range. In this notice, we will also confirm or revise, as appropriate, the working capital statement as currently disclosed in the “Financial Information — Working Capital” section in this Prospectus, the offering statistics as currently disclosed in the “Summary” section in this Prospectus, the use of proceeds in the “Future Plans and Use of Proceeds” section in this Prospectus and any other financial information which may change as a result of such reduction. **If you have already submitted an application for Hong Kong Offer Shares before the last day for lodging applications under the Hong Kong Public Offering, you will not be allowed to subsequently withdraw your application, even if the number of Offer Shares and/or the Offer Pricing range is reduced.** If we do not publish a notice in the South China Morning Post and the Hong Kong Economic Times nor make such announcements on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.newton-resources.com, regarding a reduction in the number of Offer Shares and/or the indicative Offer Price range stated in this Prospectus on or before the morning of the last day for lodging applications under the Hong Kong Public Offering, the Offer Price, if agreed upon by us, will be within the Offer Price range as stated in this Prospectus.

STRUCTURE OF GLOBAL OFFERING

If we are unable to reach an agreement with the Joint Bookrunners on behalf of the Underwriters on the Offer Price by 28 June 2011, the Global Offering will not proceed and will lapse.

We expect to publish an announcement of the Offer Price, together with the level of interest in the International Placing and the application results and basis of allotment of the Hong Kong Offer Shares, on 30 June 2011.

CONDITIONS OF THE GLOBAL OFFERING

Acceptance of all applications for the Offer Shares will be conditional on, among other things:

- the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, our Shares in issue and to be issued as described in this Prospectus (including any options which have been granted under the Pre-IPO Share Option Scheme and which may be granted under the Share Option Scheme), and such listing and permission not having been subsequently revoked prior to the commencement of dealings in our Shares on the Stock Exchange;
- the Offer Price having been duly determined and the execution and delivery of the International Underwriting Agreement on or about the Price Determination Date; and
- the obligations of the Underwriters under the respective Underwriting Agreements becoming and remaining unconditional (including, if relevant, as a result of the waiver of any conditions by the Sole Global Coordinator, on behalf of the Underwriters) and such obligations not being terminated in accordance with the terms of the respective agreements;

in each case, on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event not later than the date that is 30 days after the date of this Prospectus.

The consummation of each of the International Placing and the Hong Kong Public Offering is conditional upon, among other things, the other becoming unconditional and not having been terminated in accordance with its respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will not proceed and will lapse and the Stock Exchange will be notified immediately. We will publish a notice of the lapse of the Global Offering in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) on the day after such lapse.

In the above situation, we will return all application monies to the applicants for the Hong Kong Offer Shares and the Reserved Shares, without interest and on the terms described in the “How to Apply for Hong Kong Offer Shares and Reserved Shares — Refund of Application Monies” section in this Prospectus. In the meantime, we will hold all application monies in separate bank account(s) or separate bank accounts with the receiving banker(s) or other banks licensed under the Banking Ordinance (Chapter 155 of the laws of Hong Kong) (as amended).

We expect to despatch share certificates for the Offer Shares on 30 June 2011. However, these share certificates will only become valid certificates of title at 8:00 a.m. on 4 July 2011 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the “Underwriting” section of this Prospectus has not been exercised.

STRUCTURE OF GLOBAL OFFERING

THE PREFERENTIAL OFFERING

In order to enable holders of NWD shares or NWS shares to participate in the Global Offering on a preferential basis as to allocation only, Qualifying NWD Shareholders and Qualifying NWS Shareholders are being invited to apply for an aggregate of 40,000,000 Reserved Shares (representing approximately 5% of the new Shares available under the Global Offering and 1% of the enlarged share capital of our Company upon completion of the Global Offering and the Capitalization Issue) in the Preferential Offering. The basis of the Assured Entitlement is one Reserved Share for every whole multiple of 168 NWD shares or 85 NWS shares held by the Qualifying NWD Shareholders or the Qualifying NWS Shareholders at 5:00 p.m. on the Record Date. Any Qualifying NWD Shareholder holding less than 168 NWD shares or any Qualifying NWS Shareholder holding less than 85 NWS shares as at 5:00 p.m. on the Record Date will not be entitled to apply for the Reserved Shares. Further, NWD and its subsidiaries which are Qualifying NWS Shareholders will waive and will not take up their Assured Entitlements. The determination of the Assured Entitlements of the Qualifying NWD Shareholders has already taken into account the Assured Entitlements that NWD and its subsidiaries would otherwise have as Qualifying NWS Shareholders. The Reserved Shares are being offered out of the International Placing Shares under the International Placing and are not subject to the clawback mechanism as described in “Structure of the Global Offering — The Hong Kong Public Offering”.

Qualifying NWD Shareholders and Qualifying NWS Shareholders should note that Assured Entitlements to Reserved Shares may not represent a number of a full board lot of 2,000 Shares. Further, the Reserved Shares allocated to the Qualifying NWD Shareholders and the Qualifying NWS Shareholders will be rounded down to the closest whole number if required, and that dealings in odd lots of the Shares may be at a price below the prevailing market price for full board lots.

A **light orange** or **blue** Application Form is being despatched to each Qualifying NWD Shareholder or Qualifying NWS Shareholder, as the case may be, with an Assured Entitlement together with an electronic copy of this Prospectus on CD-ROM. Qualifying NWD Shareholders and Qualifying NWS Shareholders are permitted to apply for a number of Reserved Shares which is greater than, equal to or less than, their Assured Entitlement under the Preferential Offering. A valid application in respect of a number of Reserved Shares less than or equal to a Qualifying NWD Shareholder’s or a Qualifying NWS Shareholder’s Assured Entitlement will be accepted in full, subject to the terms and conditions set forth on the **light orange** or the **blue** Application Form. If an application is made for a number of Reserved Shares greater than the Assured Entitlement of a Qualifying NWD Shareholder or Qualifying NWS Shareholder, the Assured Entitlement will be satisfied in full but the excess portion of such application will only be met to the extent that there are sufficient Reserved Shares resulting from other Qualifying NWD Shareholders or other Qualifying NWS Shareholders, as the case may be, declining to take up all or some of their Assured Entitlements. Any Assured Entitlement not taken up by the Qualifying NWD Shareholders or the Qualifying NWS Shareholders, as the case may be, will first be allocated to satisfy the excess applications for the Reserved Shares from other Qualifying NWD Shareholders or from other Qualifying NWS Shareholders, as the case may be, in each case, on a fair and reasonable basis. Any Assured Entitlement not taken up by Qualifying NWD Shareholders or Qualifying NWS Shareholders will be allocated at the discretion of the Joint Bookrunners, to other investors in the International Placing.

If an application is made for a number of Reserved Shares less than or greater than the Assured Entitlement of a Qualifying NWD Shareholder or a Qualifying NWS Shareholder, as the case may be, the applicant is recommended to apply for a number of Reserved Shares in one of the numbers of full board lots stated in the table of numbers and payments on the back page of the **light orange** or the **blue** Application Form, as the case may be, which also states the amount of remittance payable on application for each number of full board lots of Reserved Shares. If an applicant does not follow this recommendation when applying for less than or greater than his/her/its Assured Entitlement, he/she/it must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the formula set out below the table of numbers and payments on the back page of the **light orange** or the **blue** Application Form, as the case may be. Any application not accompanied by the correct amount of application monies will be treated as invalid in its entirety and no Reserved Share will be allotted to such applicant.

STRUCTURE OF GLOBAL OFFERING

Qualifying NWD Shareholders or Qualifying NWS Shareholders who have applied for Reserved Shares on **light orange** Application Forms or the **blue** Application Forms, as the case may be, will be entitled to make one application for Hong Kong Offer Shares on **white** or **yellow** Application Form or by giving **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form** Service Provider through the **HK eIPO White Form** service. However in respect of any application for Hong Kong Offer Shares using the above-mentioned methods, Qualifying NWD Shareholders or Qualifying NWS Shareholders will not enjoy the preferential treatment accorded under the Preferential Offering as described above in this section.

The Reserved Shares are not available to existing beneficial owners of Shares, the Directors or chief executive of our Company or their respective associates (as defined in the Listing Rules) or any other connected persons (as defined in the Listing Rules) of our Company or persons who will become our connected persons immediately upon completion of the Global Offering.

Assured Entitlements of Qualifying NWD Shareholders and Qualifying NWS Shareholders to Reserved Shares are not transferable and there will be no trading in nil-paid entitlements on the Stock Exchange. The Joint Bookrunners have the authority to reallocate all or any of the Reserved Shares not taken up by the Qualifying NWD Shareholders or Qualifying NWS Shareholders, as the case may be, to the International Placing.

The procedures for application under and the terms and conditions of the Preferential Offering are set forth in “How to Apply for Hong Kong Offer Shares and Reserved Shares” and on the **light orange** and the **blue** Application Forms.

The documents to be issued in connection with the Hong Kong Public Offering and the Preferential Offering will not be registered or filed under applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. Accordingly, no Reserved Shares are being offered to Overseas NWD Shareholders or Overseas NWS Shareholders under the Preferential Offering and no light orange or blue Application Forms will be sent to such persons. Applications on light orange or blue Application Forms will not be accepted from Overseas NWD Shareholders, Overseas NWS Shareholders, or persons who are acting for the benefit of Overseas NWD Shareholders or Overseas NWS Shareholders.

THE GLOBAL OFFERING

This Prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering.

The Global Offering consists of (subject to adjustment and the Over-allotment Option):

- the Hong Kong Public Offering of 100,000,000 Shares (subject to adjustment) in Hong Kong as described below under the paragraph headed “The Hong Kong Public Offering”;
- the International Placing of 660,000,000 new Shares and 200,000,000 Sale Shares to be offered by the Selling Shareholder (subject to adjustment and the Over-allotment Option) in the United States with QIBs in reliance on Rule 144A and outside the United States in reliance on Regulation S within the International Placing; and
- 40,000,000 Reserved Shares which are being offered to the Qualifying NWD Shareholders and the Qualifying NWS Shareholders pursuant to the Preferential Offering as described in the paragraph above headed “The Preferential Offering”.

You may apply for Offer Shares under the Hong Kong Public Offering or indicate an interest for Offer Shares under the International Placing, but you may not apply in both offerings for the Offer Shares.

STRUCTURE OF GLOBAL OFFERING

In other words, you may only apply for and receive either Hong Kong Offer Shares under the Hong Kong Public Offering or International Placing Shares under the International Placing, but not under both offerings. The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. The International Placing will involve the private placement of the Offer Shares to QIBs in the United States in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act and to institutional and professional investors and other investors anticipated to have a sizeable demand for our Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. Prospective professional, institutional and other investors will be required to specify the number of the Offer Shares under the International Placing they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building”, is expected to continue up to the Price Determination Date.

Allocation of the Hong Kong Offer Shares to investors under the Hong Kong Public Offering will be based on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary depending on the number of Hong Kong Offer Shares validly applied for by applicants. Allocation of Hong Kong Offer Shares could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares and that those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

In connection with the Global Offering, the Selling Shareholder has granted the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters. The Over-allotment Option gives the Sole Global Coordinator the right, exercisable at any time until 30 days from the last day for the lodging of applications under the Hong Kong Public Offering, being 24 July 2011, to require the Selling Shareholder to sell up to an aggregate of 150,000,000 Option Shares, representing in aggregate 15% of the initial size of the Offer Shares in the Global Offering at the Offer Price to cover, among other things, over-allocations in the International Placing, if any. These Shares will be sold or issued at the Offer Price. The Sole Global Coordinator may also cover any over-allocations by purchasing Shares in the secondary market or by a combination of purchases in the secondary market and a partial exercise of the Over-allotment Option. Any such secondary market purchases will be made in compliance with all applicable laws, rules and regulations. In the event that the Over-allotment Option is exercised, we will make a press announcement.

In addition to the 660,000,000 new Shares and 200,000,000 Sale Shares to be offered by the Selling Shareholder under the International Placing, 40,000,000 Offer Shares will be offered as Reserved Shares to the Qualifying NWD Shareholders and Qualifying NWS Shareholders for subscription at the Offer Price under the Preferential Offering (assuming the Over-allotment Option is not exercised).

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters and the International Placing is expected to be fully underwritten by the International Underwriters. The Hong Kong Public Offering and the International Placing are subject to the conditions described in the “Underwriting — Underwriting Arrangements and Expenses” section in this Prospectus. In particular, we and the Joint Bookrunners, on behalf of the Underwriters, must agree on the Offer Price for the Global Offering. The Hong Kong Underwriting Agreement was entered into on 21 June 2011 and, subject to an agreement on the Offer Price among the Joint Bookrunners (on behalf of the Hong Kong Underwriters) and us for the purposes of the Hong Kong Public Offering. The International Underwriting Agreement (including the agreement on the Offer Price among us and the Joint Bookrunners on behalf of the International Underwriters for the purposes of the International Placing) is expected to be entered into on or around 24 June 2011, and in any event no later than 28 June 2011, being the Price Determination Date. The Hong Kong Underwriting Agreement and the International Underwriting Agreement are conditional upon each other.

STRUCTURE OF GLOBAL OFFERING

THE HONG KONG PUBLIC OFFERING

Number of Shares Initially Offered

The Hong Kong Public Offering is a fully underwritten public offer (subject to agreement as to pricing and satisfaction or waiver of the other conditions provided in the Hong Kong Underwriting Agreement including those described in “Conditions of the Global Offering” in this section) for the subscription in Hong Kong of, initially, 100,000,000 Offer Shares at the Offer Price (representing 10% of the total number of the Offer Shares initially available under the Global Offering). Subject to the reallocation of Offer Shares between the International Placing and the Hong Kong Public Offering described below, the Hong Kong Offer Shares will represent 2.5% of our enlarged issued share capital immediately after completion of the Global Offering.

Allocation

The total number of the Offer Shares (subject to any adjustment between the Hong Kong Public Offer and the International Placing) available under the Hong Kong Public Offering is to be divided equally into two pools for allocation purposes:

- Pool A: The Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with an aggregate subscription price of HK\$5,000,000 (excluding the brokerage fee, the Stock Exchange trading fee and the SFC transaction levy payable) or less; and
- Pool B: The Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with an aggregate subscription price of more than HK\$5,000,000 (excluding the brokerage fee, the Stock Exchange trading fee and the SFC transaction levy payable) and up to the value of pool B.

Investors should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If the Offer Shares in one (but not both) of the pools are under-subscribed, the surplus Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. For the purpose of this subsection only, the “subscription price” for the Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined).

Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B but not from both pools. We will reject multiple applications between the two pools and reject multiple applications within pool A or pool B. In addition, any applications for more than 50% of the 100,000,000 Hong Kong Offer Shares initially included in the Hong Kong Public Offering (that is, 50,000,000 Hong Kong Offer Shares) will be rejected. Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application has not indicated an interest for or taken up and will not indicate an interest for or take up any Offer Shares under the International Placing, and such applicant’s application will be rejected if the said undertaking and/or confirmation is breached and/or untrue, as the case may be. We and the Hong Kong Underwriters will take reasonable steps to identify and reject applications under the Hong Kong Public Offering from investors who have indicated interest in or have received Offer Shares in the International Placing, and to identify and reject indications of interest in the International Placing from investors who have applied for or have received Offer Shares in the Hong Kong Public Offering. Qualifying NWD Shareholders and Qualifying NWS Shareholders who have applied for Reserved Shares on **light orange** or **blue** Application Forms will be entitled to make one application for Hong Kong Offer Shares on **white** or **yellow** Application Form or by giving electronic application instructions to HKSCC via CCASS or to the designated HK eIPO White Form Service Provider through the HK eIPO White Form service. However, in respect of any application for Hong Kong Offer Shares using the above-mentioned methods, Qualifying NWD Shareholders and Qualifying NWS Shareholders will not enjoy the preferential treatment accorded under the Preferential Offering as described in the section headed “Structure of the Global Offering — The Preferential Offering” in this Prospectus.

STRUCTURE OF GLOBAL OFFERING

Reallocation and Clawback

The allocation of our Shares between the Hong Kong Public Offering and the International Placing is subject to adjustment.

If the number of Shares validly applied for under the Hong Kong Public Offering represents (i) 15 times or more but less than 50 times, (ii) 50 times or more but less than 100 times, and (iii) 100 times or more, of the number of Shares available for subscription under the Hong Kong Public Offering, then our Shares will be reallocated to the Hong Kong Public Offering from the International Placing so that the total number of our Shares available under the Hong Kong Public Offering will be increased to 300,000,000 Shares (in the case of (i)), 400,000,000 Shares (in the case of (ii)) and 500,000,000 Shares (in the case of (iii)), respectively, representing 30%, 40% and 50%, respectively, of the total number of Shares available under the Global Offering (before any exercise of the Over-allotment Option). In addition, the Sole Global Coordinator has the discretion to reallocate our Shares offered in the International Placing to the Hong Kong Public Offering as it deems appropriate to satisfy valid applications under the Hong Kong Public Offering.

If the Hong Kong Public Offering is not fully subscribed, the Sole Global Coordinator may, at its discretion, reallocate to the International Placing all or any unsubscribed Shares offered in the Hong Kong Public Offering in such manner as it deems appropriate.

The Preferential Offering of 40,000,000 Offer Shares to Qualifying NWD Shareholders or Qualifying NWS Shareholders will not be subject to the clawback arrangement between the Hong Kong Public Offering and the International Placing.

THE INTERNATIONAL PLACING

Number of Offer Shares

The number of the Offer Shares to be initially offered for subscription and sale, and for sale by the Selling Shareholder under the International Placing will be 900,000,000 Offer Shares, representing 90% of the Offer Shares initially available under the Global Offering and 22.5% of our enlarged issued share capital immediately after completion of the Global Offering.

Allocation

Pursuant to the International Placing, the International Placing Shares will be conditionally placed on behalf of us and the Selling Shareholder by the International Underwriters or through selling agents appointed by them. International Placing Shares will be placed with certain professional and institutional investors and other investors anticipated to have a sizeable demand for the International Placing Shares in Hong Kong, Europe and other jurisdictions outside the United States in offshore transactions meeting the requirements of, and in reliance on, Regulation S, and with QIBs in the United States in reliance on Rule 144A or another exemption from registration requirements under the U.S. Securities Act. Prospective investors may be required to give an undertaking and confirmation that they have not applied for or taken up any Hong Kong Offer Shares. The International Placing is subject to the Hong Kong Public Offering becoming unconditional.

Under the International Underwriting Agreement, the Selling Shareholder has granted to the International Underwriters the Over-allotment Option, exercisable by the Sole Global Coordinator or any of its affiliates or any person acting for it on behalf of the International Underwriters (at the discretion of the Sole Global Coordinator), in whole or in part at one or more times, for up to 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Selling Shareholder to sell up to an aggregate of 150,000,000 Shares, representing in aggregate 15% of the Offer Shares initially available under the Global Offering. These Shares will be sold at the Offer Price and will be for the purpose of, among other things, covering over-allocations in the International Placing, if any. An

STRUCTURE OF GLOBAL OFFERING

announcement will be made in the event that the Over-allotment Option is exercised. Because the Over-allotment Option has been granted by the Selling Shareholder, we will not receive any additional proceeds as a result of the exercise of the Over-allotment Option.

Stock Borrowing Arrangement

In order to facilitate the settlement of over-allotments in connection with the Global Offering, the Stabilizing Manager may choose to borrow, whether on its own or through its affiliates, up to 150,000,000 Shares from Fast Fortune pursuant to the stock borrowing arrangement (being the maximum number of Shares which the Selling Shareholder may need to sell pursuant to the Over-allotment Option), or acquire Shares from other sources, including the exercise of the Over-allotment Option.

If such stock borrowing arrangement with Fast Fortune is entered into, it will only be effected by the Stabilizing Manager or its agent for settlement of over-allocations in the International Placing and such arrangement is not subject to the restrictions of Rule 10.07 (1)(a) of the Listing Rules provided that the requirements set forth in Rule 10.07(3) of the Listing Rules are complied with. The same number of Shares so borrowed must be returned to Fast Fortune or its nominees on or before the third business day following the earlier of (i) the last day on which the Over-allotment Option may be exercised, or (ii) the day on which the Over-allotment Option is exercised in full and the relevant Shares subject to the Over-allotment Option have been sold. The stock borrowing arrangement will be effected in compliance with all applicable laws, rules and regulatory requirements. No payment will be made to Fast Fortune by the Stabilizing Manager or its agent in relation to the stock borrowing arrangement.

Stabilization

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the newly issued securities in the secondary market during a specified period of time to retard and, if possible, prevent a decline in the public market price of the securities below the offer price. In Hong Kong, activity aimed at reducing the market price is prohibited and the price at which stabilization is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilizing Manager, on behalf of the Underwriters, may over-allocate or effect any other transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period which begins on the commencement of trading of the Shares on the Stock Exchange and ends on the trading day on or before the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing period is expected to expire on or before 24 July 2011. However, there is no obligation on the Stabilizing Manager to do this. Such stabilizing action, if taken, may be discontinued at any time, and must be brought to an end after a limited period. The Underwriting Agreements provide that the net profits, if any, resulting from stabilizing actions shall be shared by the Joint Bookrunners with the Company. The stabilizing action which may be taken by the Stabilizing Manager may include primary and ancillary stabilizing action such as purchasing or agreeing to purchase any of the Shares, exercising the Over-allotment Option, stock borrowing, establishing a short position in the Shares, liquidating long positions in the Shares or offering or attempting to do any such actions. The number of Shares which can be over-allocated will not exceed the number of Shares which may be sold under the Over-allotment Option, namely 150,000,000 Shares, which is 15% of the Offer Shares available under the Global Offering. For the purpose of settlement of over-allocations in connection with the International Placing, the Stabilizing Manager may borrow up to 150,000,000 Shares from Fast Fortune, equivalent to the maximum number of Shares to be sold on full exercise of the Over-allotment Option, under the stock borrowing arrangement. The stock borrowing arrangement will be affected in compliance

STRUCTURE OF GLOBAL OFFERING

with all applicable laws, rules and regulatory requirements. No payments or other benefit will be made to Fast Fortune by the Stabilizing Manager in relation to the stock borrowing arrangement.

In Hong Kong, stabilizing activities must be carried out in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the laws of Hong Kong). Stabilizing activities permitted under the Securities and Futures (Price Stabilizing) Rules include: (a) primary stabilization, including purchasing, or agreeing to purchase, any of the Shares or offering or attempting to do so for the purpose of preventing or minimizing any reductions in the market price of the Shares, and (b) ancillary stabilization in connection with any primary stabilizing actions, including: (i) over-allocation for the purpose of preventing or minimizing any reductions in the market price; (ii) selling or agreeing to sell Shares so as to establish a short position in them for the purpose of preventing or minimizing any reductions in the market price; (iii) purchasing or subscribing, or agreeing to purchase or subscribe for Shares pursuant to the Over-allotment Option in order to close out any positions established under (i) or (ii) above; (iv) purchasing, or agreeing to purchase, any of the Shares for the sole purpose of preventing or minimizing any reduction in the market price of the Shares; (v) selling or agreeing to sell Shares to liquidate a long position held as a result of those purchases or subscriptions; and (vi) offering or attempting to do anything described in (ii), (iii), (iv) or (v). The Stabilizing Manager may take any one or more of the stabilizing actions described above.

As a result of effecting transactions to stabilize or maintain the market price of the Shares, the Stabilizing Manager, may maintain a long position in the Shares. The size of the long position, and the period for which the Stabilizing Manager or any of its affiliates, or any persons acting for them, will maintain the long position is at the discretion of the Stabilizing Manager and is uncertain. In the event that the Stabilizing Manager liquidates this long position by selling in the open market, the market price of the Shares may decline.

Stabilizing action by the Stabilizing Manager is not permitted to support the price of the Shares for longer than the stabilizing period, which begins on the day on which trading of the Shares commences on the Stock Exchange and ends on the trading day on or before the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing period is expected to expire on or before 24 July 2011. As a result, demand for the Shares, and their market price, may fall after the end of the stabilizing period.

Any stabilizing action taken by the Stabilizing Manager may not necessarily result in the market price of the Shares staying at or above the Offer Price either during or after the stabilizing period. Bids for on-market purchases of the Shares by the Stabilizing Manager or any of its affiliates, or any persons acting for them, may be made at a price at or below the Offer Price and therefore at or below the price paid for the Shares by subscribers or purchasers.

Our Company will ensure or procure that a public announcement in compliance with the Securities and Futures (Price Stabilizing) Rules will be made within seven days of the expiration of the stabilizing period.

DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on 4 July 2011, it is expected that dealings in Shares on the Stock Exchange will commence at 9:00 a.m. on 4 July 2011.

STRUCTURE OF GLOBAL OFFERING

UNDERWRITING ARRANGEMENTS

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement, subject to agreement on the Offer Price among the Joint Bookrunners (on behalf of the Underwriters) and us (on behalf of ourselves and the Selling Shareholder) on the Price Determination Date.

We expect that we will, on or about 24 June 2011, shortly after determination of the Offer Price, enter into the International Underwriting Agreement relating to the International Placing.

The underwriting arrangements, the Hong Kong Underwriting Agreement and the International Underwriting Agreement are summarized in the section headed “Underwriting” in this Prospectus.