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## CORNERSTONE INVESTORS

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### THE CORNERSTONE PLACING

As part of the International Offering, we and the Joint Global Coordinators have entered into placing agreements with Baring Private Equity Asia V Holding (7) Limited and Rich Wise International Management Limited, the Cornerstone Investors, pursuant to which the Cornerstone Investors have agreed to acquire, as more particularly described below, at the Offer Price for such number of Offer Shares (rounded down to the nearest whole board lot of 500 Shares) that may be acquired for an aggregate amount equal to the Hong Kong dollar equivalent of US\$104 million (approximately HK\$807.7 million calculated at the agreed exchange rate of 1 USD:HK\$7.7663). With the Offer Price fixed at HK\$6.60, the total number of Offer Shares to be acquired by the Cornerstone Investors would be 122,377,500, representing approximately 8.27% of the Shares in issue and outstanding immediately upon the Capitalization Issue and the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Each of the Cornerstone Investors is not related to each other. Each of the Cornerstone Investors is an Independent Third Party and not a connected person (as defined in the Listing Rules) of our Company and none of them will be or is expected to be a substantial shareholder of our Company upon the Listing. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering other than pursuant to the placing agreements for the cornerstone placing. Immediately upon the Capitalization Issue and the completion of the Global Offering, no Cornerstone Investor will have any board representation in our Company.

The International Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respect with the fully paid Shares in issue and will be counted towards the public float of our Company under Rule 8.24 of the Listing Rules. The Offer Shares to be acquired by the Cornerstone Investors will be reduced on a pro rata basis by any reallocation of the Offer Shares from the International Offering to the Hong Kong Public Offering as described in the section headed “Structure of the Global Offering—The Hong Kong Public Offering—Reallocation.”

### OUR CORNERSTONE INVESTORS

We set forth below a brief description of our Cornerstone Investors:

#### **Baring Private Equity Asia V Holding (7) Limited**

We and the Joint Global Coordinators entered into a placing agreement with Baring Private Equity Asia V Holding (7) Limited on June 24, 2012, pursuant to which Baring Private Equity Asia V Holding (7) Limited has agreed to acquire at the Offer Price for such number of Shares (rounded down to the nearest whole board lot of 500 Shares) which may be acquired for an aggregate amount equal to the Hong Kong dollar equivalent of US\$80 million (approximately HK\$621.3 million calculated at the agreed exchange rate of 1 USD:HK\$7.7663). With the Offer Price fixed at HK\$6.60, the total number of Offer Shares that Baring Private Equity Asia V Holding (7) Limited would acquire is 94,136,500, representing approximately 6.36% of the Shares in issue and outstanding immediately upon the Capitalization Issue and the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Baring Private Equity Asia V Holding (7) Limited is incorporated in the British Virgin Islands and is an investment holding company of the entities that comprise The Baring Asia Private Equity Fund V (“Baring Asia Fund V”), which represent limited partnerships registered in the Cayman

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Islands. The Baring Asia Private Equity Fund V, L.P. is the primary Cayman Islands limited partnership of Baring Asia Fund V and owns a greater than two-thirds interest in Baring Private Equity Asia V Holding (7) Limited. Baring Private Equity Asia GP V, L.P. is a limited partnership registered in the Cayman Islands and is the general partner of Baring Asia Fund V.

### **Rich Wise International Management Limited**

We and the Joint Global Coordinators entered into a placing agreement with Rich Wise International Management Limited on June 21, 2012, pursuant to which Rich Wise International Management Limited has agreed to acquire at the Offer Price for such number of Shares (rounded down to the nearest whole board lot of 500 Shares) which may be acquired for an aggregate amount equal to the Hong Kong dollar equivalent of US\$24 million (approximately HK\$186.4 million calculated at the agreed exchange rate of 1 USD:HK\$7.7663). With the Offer Price fixed at HK\$6.60, the total number of Offer Shares that Rich Wise International Management Limited would acquire is 28,241,000, representing approximately 1.91% of the Shares in issue and outstanding immediately upon the Capitalization Issue and the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Rich Wise International Management Limited is an investment holding company incorporated in Hong Kong. It is held by Prax Capital China Growth Fund III, L.P., a Cayman Islands limited partnership. Prax Capital China Growth Fund III GP, Ltd., which is incorporated in the Cayman Islands, is the general partner of Prax Capital China Growth Fund III, L.P. and is a private equity firm dedicated to managing China-focused investments.

### **CONDITIONS PRECEDENT**

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedent:

- (1) the Hong Kong Underwriting Agreement and the International Underwriting Agreement being entered into and having become unconditional (in accordance with their respective original terms or as subsequently varied by agreement of the parties thereto or waived by the relevant parties) by no later than the time and date as specified in the Hong Kong Underwriting Agreement and the International Underwriting Agreement;
- (2) neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement having been terminated in accordance with its terms;
- (3) no laws shall have been enacted or promulgated by any governmental authority which prohibit the consummation of the closing of the subscription of the Shares under the respective placing agreements and there are no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such closing;
- (4) the Listing Committee having granted the listing of, and permission to deal in, our Shares and that such approval or permission not having been revoked; and
- (5) the representations, warranties and confirmations of such Cornerstone Investor and the Company in its respective placing agreement are accurate and true in all respects and that there is no breach of such placing agreement on the part of such Cornerstone Investor.

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### **RESTRICTIONS ON THE CORNERSTONE INVESTORS' INVESTMENT**

Each of the Cornerstone Investors has agreed that, among other things, without the prior written consent of each of the Company and the Joint Global Coordinators, it will not, whether directly or indirectly, at any time during the period of six (6) months following the Listing Date, offer, pledge, charge, sell, mortgage, lend, create, transfer or otherwise dispose of any legal or beneficial interest in the Offer Shares subscribed for by it pursuant to the respective placing agreement or any securities convertible into or exercisable or exchangeable for, or that represent any rights to receive any such Shares, other than transfers to any wholly owned subsidiary of such Cornerstone Investor provided that such wholly owned subsidiary undertakes in writing to, and such Cornerstone Investor undertakes to procure such wholly owned subsidiary will, abide by the restrictions on disposals of Shares imposed on such Cornerstone Investor.