
CORNERSTONE INVESTOR

THE CORPORATE PLACING

We have entered into a cornerstone investment agreement with an investor (the “Cornerstone Investor”), who has agreed to subscribe at the Offer Price for such number of Shares that may be purchased with an amount of US\$10 million. Assuming an Offer Price of HK\$4.10, being the mid-point of the Offer Price range set forth in this prospectus, the total number of Shares to be subscribed for by the Cornerstone Investor would be 18,923,000 Shares (rounded down to the nearest board lot), representing approximately 3.15% of the Shares after the Global Offering (assuming that the Over-allotment Option is not exercised). The Cornerstone Investor is independent from our Company, its connected persons and their respective associates. The Cornerstone Investor will not subscribe for any Shares under the Global Offering other than pursuant to the relevant cornerstone investment agreement. Immediately following the completion of the Global Offering, the Cornerstone Investor will not have any board representation in our Company, nor will the Cornerstone Investor become a substantial Shareholder of our Company. The shareholdings of the Cornerstone Investor will be counted towards the public float of our Shares.

The cornerstone placing forms part of the International Offering. The Shares to be purchased by the Cornerstone Investor will not be affected by any reallocation of the Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the section entitled “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus. Details of the allocations to the Cornerstone Investor will be disclosed in the announcement of results of allocations in the Hong Kong Public Offering to be published on March 12, 2014.

OUR CORNERSTONE INVESTOR

Our Cornerstone Investor is set out below:

CIG Trustees Limited

CIG Trustees Limited (“CIG”) has agreed to subscribe for such number of Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of US\$10 million at the Offer Price. Assuming an Offer Price of HK\$4.10, being the mid-point of the Offer Price range set forth in this prospectus, CIG will subscribe for 18,923,000 Shares, representing approximately 3.15% of the Shares upon completion of the Global Offering assuming that the Over-allotment Option is not exercised.

CIG is a company incorporated in Hong Kong, and principally engaged in trust business. Its ultimate controlling shareholder is China Taiping Insurance Group Co. (“China Taiping”). China Taiping is a PRC state-owned financial and insurance group, and is currently the longest standing national brand in China’s insurance industry. Its business covers life insurance, general insurance, pension plans, reinsurance, securities brokerage, asset management and non-financial investment, and its operations have presence in many countries and regions including the PRC, Hong Kong, Macau, Europe, Oceania, East Asia and Southeast Asia.

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CONDITIONS PRECEDENT

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

- (1) the Hong Kong Underwriting Agreement and the International Underwriting Agreement having been entered into and having become effective and unconditional (in accordance with their respective original terms, as subsequently varied by agreement of the parties thereto or waived, to the extent it may be waived, by the relevant parties) by no later than the time and date as specified in such agreements;
- (2) the Listing Committee of the Hong Kong Stock Exchange granted the listing of, and permission to deal in, the Shares and such approval or permission not having been revoked;
- (3) neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement has been terminated; and
- (4) no law has been enacted or promulgated by any governmental, regulatory or administrative authority, agency or commission or any court, tribunal or judicial body of Hong Kong, Bermuda, the Cayman Islands, the British Virgin Island, the United Kingdom, the United States or any other relevant jurisdiction, which prohibits the consummation of the subscription and no order or injunction of a court of competent jurisdiction in effect precluding or prohibiting consummation of the subscription.

RESTRICTIONS ON THE CORNERSTONE INVESTOR'S INVESTMENT

The Cornerstone Investor has agreed that, without the prior written consent of our Company and Standard Chartered Securities (Hong Kong) Limited, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date, dispose of (as defined in the relevant cornerstone investment agreement) any of the Shares subscribed for by it pursuant to the relevant cornerstone investment agreement, 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 that such wholly-owned subsidiary will, abide by the restrictions on disposals imposed on such Cornerstone Investor.