

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

### **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 of Hong Kong (as amended) and the Listing Rules for the purpose of providing information to the public with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable enquiries, that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this prospectus misleading.

### **UNDERWRITING**

This prospectus is published solely in connection with the Hong Kong Public Offering which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this prospectus and the Application Forms set out the terms and conditions of the Hong Kong Public Offering.

The listing of the Shares on the Stock Exchange is sponsored by the Sponsor. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to the Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator (on behalf of the Underwriters) agreeing on the Offer Price. The Global Offering is managed by the Global Coordinator. If, for any reason, the Offer Price is not agreed between the Company (for itself and on behalf of the Selling Shareholders) and the Global Coordinator, on behalf of the Underwriters, the Global Offering will not proceed. Further details relating to the Underwriters and the underwriting arrangements are contained in the section headed "Underwriting".

### **RESTRICTIONS ON SALE OF OFFER SHARES**

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his acquisition of the Hong Kong Offer Shares to, confirm that he is aware of the restrictions on offers of the Hong Kong Offer Shares described in this prospectus.

No action has been taken to permit an offering of the Hong Kong Offer Shares or the 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 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.

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### Canada

The Offer Shares may not be offered or sold, directly or indirectly, in any province or territory of Canada or to or for the benefit of any resident of any province or territory of Canada except pursuant to an exemption from the requirement to file a prospectus in the province or territory of Canada in which such offer or sale is made and only by a dealer duly registered under the applicable securities laws of that province or territory in circumstances where no exemption from the applicable registered dealer requirements is available.

### Cayman Islands

No offer of the Offer Shares will be made in the Cayman Islands.

### European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive or for which the provisions of the Prospectus Directive have direct effect under local law because that member state failed to implement the Prospectus Directive in time (each a “**Relevant Member State**”), with effect from and including, if applicable, the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”), the Offer Shares have not been and will not be offered in that Relevant Member State except that, with effect from and including, if applicable, the Relevant Implementation Date, an offer of Offer Shares to the public may be made in a Relevant Member State under the following exemptions under the Prospectus Directive if they have been implemented in that Relevant Member State:

- (a) in the period beginning on the date of publication of a prospectus in relation to the Offer Shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive; or
- (b) at any time to any legal entity which is authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities; or
- (c) at any time to any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than EUR43,000,000 and (iii) an annual net revenue of more than EUR50,000,000, as shown in its last annual or consolidated accounts; or
- (d) at any time in any other circumstances which do not require the publication of a prospectus under Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression “an offer of Offer Shares to the public” in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Offer Shares, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in that member state, and the expression “Prospectus Directive” means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

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The Company has not authorised and does not authorise the making of any offer of Offer Shares through any financial intermediary (as that term is used in Article 3(2) of the Prospectus Directive) on its behalf, other than offers made by BNP Paribas and the International Placing Underwriters with a view to the final placement of the Offer Shares as contemplated in this prospectus. Accordingly, no purchaser of the Offer Shares, other than BNP Paribas and the International Placing Underwriters, is authorised to make any further offer of the Offer Shares on behalf of the Company.

Each subscriber for, or purchaser of, Offer Shares described in this prospectus located within a Relevant Member State will be deemed to have represented, acknowledged and agreed that:

- it is a “qualified investor” within the meaning of Article 2(1)(e) of the Prospectus Directive; or
- in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Offer Shares acquired by it in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of Offer Shares to the public other than their offer or resale in any Relevant Member State to qualified investors, as that term is defined in the Prospectus Directive, or (ii) where Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of such Shares is not to be treated under the Prospectus Directive as having been made to such persons, or (iii) where the offer of such Offer Shares has been made in circumstances in which the prior consent of the International Placing Underwriters has been obtained to each such proposed offer or resale.

### France

This prospectus has not been prepared in the context of a public offering of securities in France within the meaning of Article L.411-1 of the French *Code monétaire et financier* and has therefore not been submitted to the *Autorité des marchés financiers* for prior approval or otherwise.

Accordingly, each of the Global Coordinator, the Bookrunner, the Lead Manager, the Sponsor and the Company has represented and agreed that it has not offered or sold and will not offer or sell, directly or indirectly, the Offer Shares to the public in France and neither this prospectus nor any other offering material relating to the Offer Shares has been distributed or caused to be distributed or will be distributed or caused to be distributed to the public in France, except to qualified investors (*investisseurs qualifiés*) and/or to a restricted circle of investors (*cercle restreint d'investisseurs*), provided that such investors are acting for their own account, and/or to persons providing portfolio management financial services (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*), all as defined in and in accordance with Articles L.411-2, D.411-1, D.411-2, D.734-1, D.744-1, D.754-1 and D. 764-1 of the French *Code monétaire et financier*.

The Offer Shares may only be offered or sold, directly or indirectly, to the public in the Republic of France in accordance with applicable laws relating to public offerings (which are in particular embodied in Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French *Code monétaire et financier*).

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### Germany

The Offer Shares will not be offered, sold or publicly promoted or advertised in the Federal Republic of Germany other than in compliance with the German Securities Prospectus Act (*Wertpapierprospektgesetz*) as of 1 July 2005 and/or any other laws, rules or regulations applicable in the Federal Republic of Germany governing the issue, offering and sale of securities. This prospectus is not being distributed in the context of, and does not constitute, a public offer, public advertisement or similar offer of securities in Germany within the meaning of Section 1 paragraph 1 and Section 2 no. 4 of the German Securities Prospectus Act as of 1 July 2005. This document is not a prospectus (*Prospekt*) within the meaning of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and no prospectus within the meaning of the German Securities Prospectus Act has been or will be (i) filed for approval by, registered with or notified to the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) or (ii) published within the Federal Republic of Germany. Therefore, this prospectus, copies of this prospectus or any other documents relating to the Offer Shares may not be distributed, and the Offer Shares may neither, directly or indirectly, be offered or sold in the Federal Republic of Germany other than (i) to qualified investors as defined in Section 2H no. 6 of the German Securities Prospectus Act, (ii) to other investors if they are required to purchase Offer Shares for a total amount of at least EUR50,000, or otherwise (iii) to a limited group of investors as provided under Section 3, paragraph 2, no. 2 of the German Securities Prospectus Act.

### Italy

This prospectus has not been and will not be filed with or approved by the Italian securities market regulator (*Commissione Nazionale per le Società e la Borsa* – the “CONSOB”) pursuant to Legislative Decree No. 58 of 24 February 1998 (as amended, the “**Finance Law**”) and to CONSOB Regulation No. 11971 of 14 May 1999 (as amended, the “**Issuers Regulation**”). Accordingly, this prospectus or any other document relating to the Offer Shares may not be distributed, made available or advertised in Italy, nor may the Offer Shares be offered, purchased, sold, promoted, advertised or delivered, directly or indirectly, to the public other than (i) to “Professional Investors” (*investitori qualificati/clienti professionali*), as defined pursuant to Annex 3 to CONSOB Regulation No. 16190 of 29 October 2007 (the “**Intermediaries Regulation**”) and pursuant to article 100(1), letter (a) and article 30(2) of the Finance Law; (ii) to prospective investors where the offer of the Offer Shares is subject to a minimum investment requirement of Euro50,000 or to a maximum, in Italy, of 100 investors pursuant to article 100 of the Finance Law and article 33 of the Issuers Regulation; or otherwise in reliance on a total exemption from the investment solicitation rules pursuant to, and in compliance with the conditions set out by Article 100 of the Finance Law or article 33 of the Issuers Regulation, or by any applicable exemption; provided that any such offer, sale, promotion, advertising or delivery of the Offer Shares or distribution of the prospectus, or any part thereof, or of any other document or material relating to the Offer Shares in Italy is made: (a) by investment firms, banks or financial intermediaries authorised to carry out such activities in the Republic of Italy in accordance with the Finance Law, the Issuers Regulation, the Legislative Decree No. 385 of 1 September 1993 (as amended, the “**Banking Law**”), the Intermediaries Regulation, and any other applicable laws and regulations; (b) in compliance, as the case may be, with article 129 of the Banking Law and the implementing regulations and instructions issued by the Italian national central bank (the “**Bank of Italy**”), pursuant to which the issue or the offer of the Offer Shares in the Republic of Italy may need to be followed by a subsequent notice to the Bank of Italy reporting the result of the offer in Italy; and (c) in compliance with any other applicable notification requirement or duty which may, from time to time, be imposed by CONSOB, Bank of Italy or by any other competent authority.

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### Japan

The Offer Shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended). Each Underwriter has represented and agreed that the Offer Shares which it purchases will be purchased by it as principal and that, in connection with the Global Offering and distribution of the Offer Shares, neither such Underwriter nor any person acting on its behalf has offered or sold, or will offer or sell, any Offer Shares, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term shall mean any person resident in Japan or any corporation or other entity organised under the laws of Japan), or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law of Japan and other applicable laws, regulations and governmental guidelines of Japan.

### PRC

This prospectus may not be circulated or distributed in the PRC and the Offer Shares may not be offered or sold directly or indirectly to any resident of the PRC, or offered or sold to any person for re-offering or re-sale directly or indirectly to any resident of the PRC except pursuant to applicable laws and regulations of the PRC.

### Singapore

This prospectus has not been and will not be lodged with or registered by the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Offer Shares may not be circulated or distributed, nor may the Offer Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Offer Shares are subscribed for or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

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shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Offer Shares pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions, specified in Section 275 of the SFA;
- (ii) where no consideration is given for the transfer; or
- (iii) where the transfer is by operation of law.

### Taiwan

The Offer Shares have not been and will not be registered with the Securities and Futures Bureau of the Financial Supervisory Commission of Taiwan pursuant to relevant securities laws and regulations and may not be offered or sold within Taiwan through a public offering or in a circumstance which constitutes an offer within the meaning of the Securities and Exchange Law of Taiwan that requires a registration or approval of the Securities and Futures Bureau of the Financial Supervisory Commission of Taiwan.

### The Netherlands

The Offer Shares may not be offered, transferred, delivered or sold, whether directly or indirectly, to any individual or legal entity in the Netherlands as part of the initial distribution or at any time thereafter, other than to individuals or legal entities who or which are a qualified investor (*gekwalificeerde belegger*) (“**QI**”) within the meaning of article 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*). By investing in the Offer Shares, the investor confirms that it qualifies as a QI.

The Company, the Global Coordinator, the Sponsor, the Bookrunner and the Lead Manager have represented and agreed that they have mentioned and shall mention the above selling restriction in all offers, offer advertisements, publications and other documents or advertisements in which such an offer of the Offer Shares is made or such a forthcoming offer is announced in the Netherlands (whether electronically or otherwise).

### United Kingdom

This prospectus is only being distributed to, and is only directed at, persons in the United Kingdom that are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive that are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005; or (ii) high net worth entities or other persons falling within Article 49(2)(a) to (e) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (all such persons together being referred to as “**relevant**”).

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persons”). This prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this document or any of its contents.

### United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States. The Offer Shares may not be offered or sold within the United States except in transactions exempt from the registration requirements of the U.S. Securities Act. The Underwriters propose to offer and sell the Offer Shares:

- in the United States, only through U.S. broker-dealers registered as such under the U.S. Exchange Act to persons they reasonably believe to be qualified institutional buyers in reliance on Rule 144A or another available exemption from registration under the Securities Act, and
- outside the United States in offshore transactions in reliance on Regulation S and in accordance with applicable foreign laws.

If you purchase the Offer Shares in the Global Offering, you will be deemed to have made representations and agreements with respect to that purchase.

Until 40 days after the later of the commencement of the Global Offering and the date of the closing of the Global Offering, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Global Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with an exemption from, or in a transaction not subject to, such requirements or in accordance with Rule 144A.

The Offer Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, nor has any of the foregoing authorities passed upon or endorsed the merits of the Global Offering or the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense in the United States.

### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The Company has applied to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, its Offer Shares to be issued pursuant to the Global Offering (including the additional Shares that may be issued pursuant to the exercise of the Over-allotment Option and the exercise of the options granted under the Share Option Scheme). No part of the share or loan capital of the Company is listed on or dealt in on any other stock exchange. At present, the Company is not seeking or proposing to seek a listing of, or permission to deal in, the Shares on any other stock exchange.

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

All Offer Shares sold pursuant to applications made in the Hong Kong Public Offering and the International Placing will be registered on the Company's branch register of members to be maintained in Hong Kong. The Company's principal register of members will be maintained in the Cayman Islands by Butterfield Fund Services (Cayman) Limited.

Dealings in the Offer Shares registered in the branch register of the Company in Hong Kong will be subject to Hong Kong stamp duty.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Potential investors in the Global Offering should consult their professional advisers if they are in any doubt as to the tax implications of subscribing for, purchasing, holding or dealing in the Offer Shares. None of the Company, the Selling Shareholders, the Underwriters and the Sponsor, nor any of their respective directors, supervisors, agents or advisers or any other person involved in the Global Offering, accepts responsibility for any tax effects or liabilities of Shareholders resulting from the subscription, purchase, holding or disposal of Shares.

### **OVER-ALLOTMENT AND STABILISATION**

Stabilisation is a practice used by underwriters in some markets to facilitate the distribution of securities. Under this practice, 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 below the initial public offer price of the securities. In Hong Kong and certain other jurisdictions, stabilisation activity aimed at reducing the market price is prohibited. The price at which stabilisation is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Global Coordinator, as stabilising manager, or any person acting for it, on behalf of the Underwriters, may, for a limited period after the Listing Date, over-allocate or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail. However, there is no obligation on the Global Coordinator, or any person acting for it, to conduct any such stabilising action. Such stabilising action, if taken, will be done at the absolute discretion of the Global Coordinator, or the person acting for it, and may be discontinued at any time and is required to be brought to an end after a limited period.

Such stabilising action may include the over-allocation by the Global Coordinator of up to, but not more than, an aggregate of 34,038,000 Shares. The Global Coordinator may cover such over-allocations by exercising the Over-allotment Option up to the 30th day after the last day for lodging applications under the Hong Kong Public Offering, by making purchases in the secondary market at prices that do not exceed the Offer Price or by stock borrowing or through a combination of these means. Any such purchase will be made in compliance with all applicable laws, rules and regulatory requirements. The number of Shares that may be over-allocated will not exceed the total number of Shares that may be issued upon exercise of the Over-allotment Option, being 34,038,000 Shares in aggregate, which is 15% of the number of the Offer Shares initially available under the Global Offering.

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Stabilising actions permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilisation) Rules of the SFO include (i) over-allocation for the purpose of preventing or minimising any reduction 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 minimising any reduction in the market price, (iii) purchasing or subscribing for, or agreeing to purchase or subscribe for, shares pursuant to an over-allotment option in order to close out any position established under (i) or (ii) above, (iv) purchasing, or agreeing to purchase, shares for the sole purpose of preventing or minimising a reduction in the market price, (v) selling or agreeing to sell shares in order to liquidate any position established as a result of those purchases or agreements for purchases in (iv) above, and (vi) offering or attempting to do anything described in (ii), (iii), (iv) or (v).

As a result of effecting transactions to stabilise or maintain the market price of the Shares, the Global Coordinator, or any person acting for it, may maintain a long position in the Shares. The size of the long position, and the period for which the Global Coordinator, or any person acting for it, will maintain the long position is at the discretion of the Global Coordinator and is uncertain. In the event that the Global Coordinator liquidates this long position by making sales in the open market, this may lead to a decline in the market price of the Shares.

Stabilising action by the Global Coordinator, or any person acting for it, is not permitted to support the price of the Shares for longer than the stabilising period, which begins on the day on which trading of the Shares commences on the Stock Exchange and ends on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. The stabilising period is expected to end on 10 January 2008. As a result, demand for the Shares, and their market price, may fall after the end of the stabilising period.

Any stabilising action taken by the Global Coordinator, or any person acting for it, may not necessarily result in the market price of the Shares staying at or above the Offer Price either during or after the stabilising period. Bids for, or market purchases of, the Shares by the Global Coordinator, or any person acting for it, 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 and purchasers.

For the purpose of facilitating the settlement of over-allocations in connection with the Global Offering, the Global Coordinator may borrow up to an aggregate of 34,038,000 Shares from SYI, equivalent to the maximum number of Shares to be offered on full exercise of the Over-allotment Option, under the Stock Borrowing Agreement expected to be entered into between the Global Coordinator and SYI.

The Global Coordinator expects to enter into the Stock Borrowing Agreement with SYI whereby the Global Coordinator may borrow Shares from SYI on the following conditions:

- the stock borrowing will only be effected by the Global Coordinator for settlement of over-allocations in the International Placing;
- the maximum number of Shares borrowed from SYI will be limited to the maximum number of Shares which may be issued by the Company upon full exercise of the Over-allotment Option;

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- the same number of Shares borrowed from SYI must be returned to it or its nominees (as the case may be) on or before the third Business Day following the earlier of (i) the last day on which the Over-allotment Option can be exercised, and (ii) the day on which the Over-allotment Option is exercised in full;
- the stock borrowing arrangement will be effected in compliance with all applicable listing rules, laws and other regulatory requirements; and
- no payments will be made to SYI in relation to the Stock Borrowing Agreement.

Pursuant to Rule 10.07(3) of the Listing Rules, the stock borrowing arrangement pursuant to the Stock Borrowing Agreement as described above is not subject to the restrictions of Rule 10.07(1) of the Listing Rules.

### **PROCEDURES FOR APPLICATION FOR SHARES**

The procedures for applying for the Hong Kong Offer Shares are set out in the section headed “How to Apply for the Hong Kong Offer Shares” and on the relevant Application Forms.

### **STRUCTURE OF THE GLOBAL OFFERING**

Details of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering”.