

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

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

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Listing Rules for the purpose of giving information to the public with regard to us. 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 matters the omission of which would make any statement herein this prospectus or this prospectus misleading.

### **UNDERWRITING**

The Global Offering comprises the Hong Kong Public Offering of initially 25,000,000 Offer Shares and the International Offering of initially 225,000,000 Offer Shares subject, in each case, to re-allocation on the basis described in the section entitled "Structure of the Global Offering".

This prospectus is published solely in connection with the Hong Kong Public Offering which forms part of the Global Offering. The listing of our Shares on the Stock Exchange is sponsored by the Joint Sponsors. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement on a conditional basis. One of the conditions is that we and the Joint Global Coordinators (on behalf of the Underwriters) having agreed on the Offer Price. For applicants under the Hong Kong Public Offering and the Preferential Offering, this prospectus and the Application Forms set out the terms and conditions of the Hong Kong Public Offering and the Preferential Offering. The International Offering will be fully underwritten by the International Underwriters under the terms of the International Underwriting Agreement.

The Offer Price is expected to be fixed by agreement among the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around June 20, 2014 and, in any event, not later than June 26, 2014. If, for any reason, the Offer Price is not agreed among us and the Joint Global Coordinators (on behalf of the Underwriters), the Global Offering will not proceed. For full information about the Underwriters and the underwriting arrangements, please see the section entitled "Underwriting."

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

We offer the Hong Kong Offer Shares and the Reserved Shares solely on the basis of the information contained and representations made in this prospectus and the related Application Forms and on the terms and subject to the conditions contained in this prospectus and the Application Forms.

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

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No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong (save for the Preferential Offering made to the Qualifying Fantasia Shareholders). 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 authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sales of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

### ***British Virgin Islands***

The Company has been advised that there are no securities or other similar laws of the British Virgin Islands which would limit or restrict the offering of securities to a British Virgin Islands business company outside the British Virgin Islands. Arrangements will be made by the Company for the corporate shareholder of Fantasia Holdings who has an address on the register of members of Fantasia Holdings in the British Virgin Islands to obtain a copy of this prospectus in Hong Kong.

### ***Malaysia***

The Securities Commission of Malaysia has not approved or disapproved any offer for subscription or purchase, or any invitation to subscribe for or purchase the Reserved Shares under the Preferential Offering to any persons in Malaysia under the Capital Markets and Services Act 2007 of Malaysia. Accordingly, the Reserved Shares under the Preferential Offering will only be sold or offered for subscription or purchase, or be made the subject of an invitation to subscribe for or purchase, to persons outside Malaysia<sup>(1)</sup>. This prospectus has not been and will not be registered as a prospectus or deposited as an information memorandum with the Securities Commission of Malaysia under the Capital Markets and Services Act 2007 of Malaysia. Accordingly, the Reserved Shares under the Preferential Offering shall not be made available or offered for subscription or purchase, or be made the subject of any invitation to subscribe for or purchase, to any person in Malaysia.

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

We have applied to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, our Shares in issue and to be issued pursuant to the Capitalization Issue and the Global Offering and any Shares which may be issued upon the exercise of any options granted under the Share Option Scheme. None of our Shares or loan capital of our Company is listed on or dealt in on any other stock exchange. At present, our Company is not seeking or proposing to seek such listing or permission to deal in our Shares on any other stock exchange.

Note:

<sup>(1)</sup> The reference to a sale or offer for subscription or purchase or invitation to subscribe for or purchase the Reserved Shares “to persons outside Malaysia” refers to a sale or offer or invitation to subscribe for or purchase securities outside Malaysia. A Qualifying Fantasia Shareholder who maintains a registered address in Malaysia according to the records of Fantasia will not be prohibited from subscribing for his/her entitlements under the Preferential Offering merely by virtue of the Malaysian nationality or residency or registered address of such Qualifying Fantasia Shareholder.

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### **OUR SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, our Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading day after a trading transaction. You should seek advice from your stockbroker or other professional advisors for details of such settlement arrangements as such arrangements will affect your rights and interests.

We have made all necessary arrangements for our Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

You should consult your professional advisors if you are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of, and dealing in, our Shares (or exercising rights attaching to them) under the laws of Hong Kong and the place of your operations, domicile, residence, citizenship or incorporation. We emphasize that none of the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, us, any of our or their respective directors or any other person or party involved in the Global Offering accepts responsibility for your tax effects or liabilities resulting from your subscription for, purchasing, holding or disposing of, or dealing in, our Shares or your exercise of any rights attaching to our Shares.

### **HONG KONG REGISTER OF MEMBERS AND STAMP DUTY**

All Shares issued by us pursuant to applications made in the Hong Kong Public Offering and the Preferential Offering will be registered on our register of members to be maintained in Hong Kong. Our Company's principal register of members will be maintained in our Company's principal share registrar in the Cayman Islands. Our Hong Kong register of members will be maintained by our Hong Kong Share Registrar.

No stamp duty is payable by applicants in the Global Offering.

Dealings in the Shares registered in the register of members of our Company maintained in Hong Kong will be subject to Hong Kong stamp duty.

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### **PROCEDURE FOR APPLICATION FOR THE HONG KONG OFFER SHARES AND RESERVED SHARES**

The procedure for applying for Hong Kong Offer Shares and the Reserved Shares is set out in the section entitled “How to Apply for Hong Kong Offer Shares and Reserved Shares” in this prospectus and on the relevant Application Forms.

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

Details of the structure of the Hong Kong Public Offering, the International Offering, the Preferential Offering and the Global Offering, including its conditions, are set out in the section entitled “Structure of the Global Offering.”

### **EXCHANGE RATE CONVERSION**

Unless otherwise specified, amounts denominated in Hong Kong dollars and US dollars have been translated, for the purpose of illustration only, into Renminbi, and vice versa, in this prospectus at the following rates:

HK\$1.00: RMB0.7862

US\$1.00: HK\$7.7539

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

### **ROUNDING**

Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

### **LANGUAGE**

The English names of the PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations and the like are translations of their Chinese names and are included for identification purposes only. If there is any inconsistency, the Chinese name prevails.