

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

This prospectus contains particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to us. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable inquiries, 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.

**CSRC APPROVAL**

The CSRC issued an approval letter on March 8, 2007 for the Global Offering and the submission of the applications to list our H Shares on the Stock Exchange. In granting such approval, the CSRC accepts no responsibility for our financial soundness, nor for the accuracy of any of the statements made or opinions expressed in this prospectus or in the Application Forms.

**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 contain the terms and conditions of the Hong Kong Public Offering.

The listing of our Offer 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. The Global Offering is managed by the Joint Global Coordinators. An International Placing Agreement relating to the International Offering is expected to be entered into on or about April 19, 2007, subject to the Joint Global Coordinators (on behalf of the Underwriters) and us agreeing on the Offer Price.

If, for whatever reason, we and the Joint Global Coordinators (on behalf of the Underwriters) do not agree on the Offer Price, the Global Offering will not become unconditional and will lapse immediately. For further information about the Underwriters and the underwriting arrangements, please refer to the section headed "Underwriting".

**RESTRICTIONS ON SALE OF OFFER SHARES**

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

No action has been taken to permit an offering of our H 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 authorized or to any person to whom it is unlawful to make such an offer or invitation.

## **Australia**

The Offer Shares may not be directly or indirectly offered for subscription or purchased or sold, and no invitations to subscribe for or buy the Offer Shares may be issued, and no draft or definitive offering memorandum, advertisement or other offering material may be distributed relating to, any Offer Shares in the Commonwealth of Australia, its territories and possessions or to any resident of Australia except where disclosure to investors is not required under Chapter 6D of the Corporations Act 2001 (Commonwealth) or is otherwise in compliance with all applicable Australian laws and regulations.

## **Canada**

The Offer Shares may only be offered in those jurisdictions in Canada and to those persons where and to whom they may be lawfully offered for sale, and therein only by persons permitted to sell the Offer Shares. This prospectus is not, and under no circumstances is to be construed as, an advertisement or public offering of the Offer Shares in Canada. No securities commission in Canada has reviewed or in any way passed upon this prospectus or the merit of the Global Offering and any representation to the contrary is an offence.

## **European Economic Area**

In relation to each member state of 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 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 the relevant implementation date, an offer of Offer Shares 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) on 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 legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized 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 Euro 43,000,000 and (iii) an annual net turnover of more than Euro 50,000,000, 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.

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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.

For the purposes of this provision, the expression “an offer of Offer Shares” 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 the Offer Shares, as the same may be varied in the 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.

### 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 (the “AMF”) for prior approval or otherwise.

Accordingly, each of the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors 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 and in accordance with Article 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 France in accordance with applicable laws relating to public offerings (which are in particular embodied in Article 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*).

### Ireland

This prospectus does not constitute a prospectus as defined in Regulation 2(1) of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005 (the “Irish Prospectus Regulations”). The Offer Shares have not been and will not be offered to the public in Ireland except for the Offer Shares that have been or will be offered (a) to legal entities which are authorized or regulated to operate in the financial markets, including: credit institutions, investment firms, other authorized or regulated financial institutions, insurance companies, collective investment schemes and their management companies, pension funds and their management companies and commodity dealers; (b) to legal entities which are neither authorized nor regulated to operate in the financial markets, but whose corporate purpose is solely to invest in securities; (c) to corporates or other bodies which, according to their last annual or consolidated accounts, meet any of two of the following criteria (i) an average number of employees during the financial year of at least 250, (ii) a total balance sheet of more than Euro 43,000,000 and (iii) an annual net turnover of more than Euro 50,000,000; (d) to natural persons, corporates or other bodies provided that they are entered on the register maintained by the

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Irish Financial Services Regulatory Authority pursuant to Regulation 3 of the Irish Prospectus Regulations; or (e) in any other circumstances which do not require the publication of a prospectus under Regulation 12 of the Irish Prospectus Regulations.

### 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 (such being the persons and entities as defined pursuant to article 31(2) of CONSOB Regulation No. 11522 of 1 July 1998, as amended, the “Intermediaries Regulation”) pursuant to article 100 of the Finance Law; (ii) to prospective investors where the offer of the Offer Shares is subject to a minimum investment requirement of Euro 250,000 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 authorized 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 (“Bank of 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.

### Japan

The Offer Shares have not been and will not be registered under the Securities and Exchange Law of Japan. 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 organized under the laws of Japan), or to others for reoffering or resale, 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 Securities and Exchange Law of Japan and other applicable laws, regulations and governmental guidelines in 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.

## **Qatar**

This prospectus does not constitute an invitation or public offer of securities in the State of Qatar and accordingly should not be construed as such. This prospectus may be issued to a limited number of sophisticated investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar and may not be reproduced or used for any other purpose.

## **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 or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor) 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 is an accredited investor,

shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest in that trust shall not be transferable for six months after that corporation or that trust has acquired the Offer Shares 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.

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## **State of Kuwait**

The Offer Shares have not been authorized or licensed for offering, marketing or sale in the State of Kuwait pursuant to the Securities and Investment Funds Law of Kuwait No. 31/1990, and as such shall not be offered or sold in the State of Kuwait. Interested investors from the State of Kuwait who approach us or any of the Underwriters realize this restriction and that this offering and any related materials shall be subject to all applicable foreign laws and rules; therefore, they must not copy or distribute such materials to any other person.

## **Switzerland**

This prospectus does not constitute a public offering prospectus as that term is understood pursuant to Article 652a of the Swiss Code of Obligations (CO). The Company has not applied for a listing of the Offer Shares on the SWX Swiss Exchange and consequently, the information presented in this prospectus does not necessarily comply with the information standards set out in the relevant listing rules.

The Offer Shares may not be publicly offered or sold in Switzerland. The Offer Shares may be offered or sold only to a selected number of individual investors in Switzerland, under circumstances which will not result in the offer of the Offer Shares being a public offering within the meaning of Article 652a CO.

## **United Arab Emirates**

The Global Offering of the Offer Shares has not been approved or licensed by the UAE Central Bank or any other relevant licensing authority in the United Arab Emirates, and does not constitute a public offer of securities in the United Arab Emirates in accordance with the Commercial Companies Law, Federal Law No. 8 of 1984 (as amended) or otherwise. Accordingly, the Offer Shares may not be offered to the public in the United Arab Emirates.

The Offer Shares may be offered, and this prospectus may be issued, only to a limited number of investors in the United Arab Emirates who qualify as sophisticated investors under the relevant laws of the United Arab Emirates. Each of the Company and the Underwriters represents and warrants that the Offer Shares will not be offered, sold, transferred or delivered to the public in the United Arab Emirates.

## **United Kingdom**

This prospectus does not constitute a prospectus for the purposes of the prospectus rules issued by the UK Financial Services Authority (“FSA”) pursuant to section 84 of the Financial Services and Markets Act 2000 (as amended) (“FSMA”) and has not been approved by or filed with the FSA. The Offer Shares may not be offered or sold and, prior to the expiry of a period of six months from the date of commencement of dealings in the Offer Shares on the Main Board, will not be offered or sold to the public in the UK (within the meaning of section 102B of the FSMA) save in circumstances where it is lawful to do so without an approved prospectus (within the meaning of section 85 of the FSMA) being made available to the public before the offer is made. In addition, no person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Offer Shares except in circumstances in which section 21(1) of the FSMA does not apply to the Company. This prospectus is directed only at (i) persons outside the UK; or (ii) persons having professional experience in matters relating to investments who fall within

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the definition of “investment professionals” in article 19 of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended) (the “FPO”); or (iii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in article 49 of the FPO. Any investment or investment activity to which this prospectus relates is only available to and will only be engaged in with such persons and persons who do not fall within (ii) or (iii) above should not rely on or act upon this communication.

### **United States**

The Offer Shares have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States. The Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S, and in the United States to QIBs in reliance on Rule 144A or another available exemption from registration under the Securities Act. In addition, until 40 days after the commencement of the Global Offering, an offer or sale of the Offer Shares within the United States by any dealer (whether or not participating in the Global Offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another available exemption from the registration requirements of the Securities Act.

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 U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the Global Offering or the accuracy or adequacy of this prospectus or the circular relating to the International Offering. Any representation to the contrary is a criminal offence in the United States.

### **APPLICATION FOR LISTING OF OUR H SHARES ON THE STOCK EXCHANGE**

We have applied to the Listing Committee for the listing of, and permission to deal in, our Offer Shares to be issued pursuant to the Global Offering including: (i) any H Shares which may be issued by us pursuant to the Global Offering and upon the exercise of the Over-allotment Option; and (ii) any H Shares, converted from Domestic Shares, which are to be held by the NSSF (including such Domestic Shares converted to H Shares and transferred by LMG to the NSSF and such additional Domestic Shares converted to H Shares to be further transferred to the NSSF by LMG upon the exercise of the Over-allotment Option, in each case, pursuant to the relevant regulations in relation to the reduction of State-owned shares).

Our Domestic Shares may be converted to H Shares after obtaining the approval of the CSRC or the authorized approval authorities of the State Council, details of which are set out in the section headed “Share Capital — Conversion of our Domestic Shares into H Shares”. Save as disclosed in this prospectus, no part of our Shares or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or is proposed to be sought in the near future.

### **HONG KONG H SHARE REGISTER AND STAMP DUTY**

All H Shares sold pursuant to applications made in the Hong Kong Public Offering and pursuant to the International Offering will be registered on our H Share register of members to be maintained in Hong Kong. Our principal register of members will be maintained by us at West Junshan Road, Luanchuan County, Luoyang City, Henan Province, PRC, our current registered office in the PRC.

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Dealings in our H Shares registered in our H Share register will be subject to Hong Kong stamp duty. Please refer to the section headed “Taxation and Foreign Exchange — Stamp Duty” in Appendix VI to this prospectus.

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

If the Stock Exchange grants the listing of, and permission to deal in, our H Shares and we comply with the stock admission requirements of HKSCC, our H 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 HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangements as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling our H Shares to be admitted into CCASS.

### **PROFESSIONAL TAX ADVICE RECOMMENDED**

Applicants for the Public Offer Shares are recommended to consult their professional advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding and dealing in our H Shares. It is emphasized that none of us, the Joint Global Coordinators, the Joint Sponsors, the Underwriters, any of our and their respective directors and advisors or any other persons or parties involved in the Global Offering accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchase, holding or disposition of or dealing in our H Shares.

### **REGISTRATION OF SUBSCRIPTION, PURCHASE AND TRANSFER OF H SHARES**

We have instructed Computershare Hong Kong Investor Services Limited, our Hong Kong H Share registrar, and Computershare Hong Kong Investor Services Limited has agreed, not to register the subscription, purchase or transfer of any H Shares in the name of any particular holder unless and until the holder delivers a signed form to our Hong Kong H Share registrar in respect of those H Shares bearing statements to the effect that the holder:

1. agrees with us and each of our Shareholders, and we agree with each Shareholder, to observe and comply with the Company Law, the Special Regulations and our Articles of Association;
2. agrees with us, each of our Shareholders, Directors, Supervisors, managers and officers, and we acting for ourselves and for each of our Directors, Supervisors, managers and officers agree with each Shareholder, to refer all differences and claims arising from our Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning our affairs to arbitration in accordance with our Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award, which shall be final and conclusive;

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3. agrees with us and each of our Shareholders that H Shares are freely transferable by the holders thereof; and
4. authorizes us to enter into a contract on his or her behalf with each of our Directors, Supervisors, managers and officers whereby such Directors, Supervisors, managers and officers undertake to observe and comply with their obligations to Shareholders as stipulated in our Articles of Association.

### OVER-ALLOTMENT AND 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 minimize and, if possible, prevent a decline in the market price of the securities below their initial offering price. In Hong Kong, the price at which stabilization is effected is not permitted to exceed the initial offering price.

In connection with the Global Offering, UBS as stabilizing manager, or its affiliates or any person acting for it, on behalf of the International Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of our H Shares at a level higher than that which might otherwise prevail for a limited period commencing from the Listing Date. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements. However, there is no obligation on UBS, its affiliates or any person acting for it to do this. Such stabilization, if commenced, will be conducted at the absolute discretion of UBS, its affiliates or any person acting for it and may be discontinued at any time, and must be brought to an end after a limited period. The number of our H Shares that may be over-allocated will not be greater than the number of H Shares which may be issued and sold upon exercise of the Over-allotment Option, being 108,360,000 H Shares, which is 10.0% of our H Shares initially available under the Global Offering.

UBS, its affiliates or any person acting for it, may take all or any of the following stabilizing actions in Hong Kong during the stabilization period:

- (i) purchase, or agree to purchase, any of our H Shares or offer or attempt to do so for the sole purpose of preventing or minimizing any reduction in the market price of our H Shares;
- (ii) in connection with any action described in paragraph (i) above;
  - (A) (1) over-allocate our H Shares; or
    - (2) sell or agree to sell our H Shares so as to establish a short position in them, for the sole purpose of preventing or minimizing any reduction in the market price of our H Shares;
  - (B) exercise the Over-allotment Option and purchase or subscribe for or agree to purchase or subscribe for our H Shares in order to close out any position established under paragraph (ii)(A) above;

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- (C) sell or agree to sell any of our H Shares acquired by them in the course of the stabilizing action referred to in paragraph (i) above in order to liquidate any position that has been established by such action; or
- (D) offer or attempt to do anything as described in paragraphs (ii)(A)(2), (ii)(B) or (ii)(C) above.

UBS, its affiliates or any person acting for it may, in connection with the stabilizing action, maintain a long position in our H Shares and there is no certainty as to the extent to which and the time period for which they will maintain such a position. Investors should be warned of the possible impact of any liquidation of the long position by UBS, its affiliates or any person acting for it, which may lead to a decline in the market price of our H Shares.

Stabilization cannot be used to support the price of our H Shares for longer than the stabilization period, which begins on the day on which trading of our H Shares commences on the Stock Exchange and is expected to expire on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering, being May 18, 2007. After this date, no further stabilizing action may be taken and demand for our H Shares and therefore the market price for our H Shares could fall.

Any stabilizing action taken by UBS, or any person acting for it, may not necessarily result in the market price of our H Shares staying at or above the Offer Price either during or after the stabilization period. Stabilizing bids or market purchases effected in the course of the stabilization action may be made at any price at or below the Offer Price and can therefore be done at a price below the price the investor has paid in acquiring our H Shares.

In connection with the Global Offering, the Joint Global Coordinators may over-allocate up to and not more than an aggregate 108,360,000 additional H Shares and cover such over-allocation by exercising the Over-allotment Option or by making purchases in the secondary market at prices that do not exceed the Offer Price.

### **PROCEDURE FOR APPLICATION FOR PUBLIC OFFER SHARES**

The procedure for applying for Public Offer Shares is set out in the section headed “How to Apply for the Public 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” in this prospectus.