

1. FURTHER INFORMATION ABOUT THE COMPANY

A. Incorporation

We were established in the PRC under the Company Law as a joint stock company with limited liability on August 25, 2006. We have established a place of business in Hong Kong at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong and were registered on December 14, 2006 as an oversea company in Hong Kong under Part XI of the Companies Ordinance, with Ms Ho Siu Pik and Ms Lo Yee Har Susan appointed as the agents of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. As we were established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. Certain relevant aspects of the relevant laws and regulations of the PRC and certain relevant parts of our Articles of Association are set out in Appendices VII and VIII to this prospectus respectively.

B. Changes in share capital

As at the date of establishment as a joint stock company with limited liability, our initial share capital was RMB700,000,000 divided into 700,000,000 Domestic Shares of RMB1 each, all of which were credited as fully paid and were held by the Promoters as follows:

| Name of Promoters | Number of Domestic Shares | Percentage of Shareholding in the Share Capital of the Company |
|-------------------|---------------------------|--|
| LMG | 357,000,000 | 51% |
| CFC | 343,000,000 | 49% |
| Total | 700,000,000 | 100% |

- (a) on September 1, 2006, Luoyang Huamu subscribed for 36,842,105 Shares for the consideration of RMB53,715,789;
- (b) on September 25, 2006, Luoyang Huamu transferred 26,157,895 Shares to LMG and 10,684,210 Shares to CFC;
- (c) pursuant to a resolution passed on December 3, 2006 and upon the approval by the CSRC on March 8, 2007, each of our ordinary share was split into five ordinary shares. The total number of shares increased from 736,842,105 to 3,684,210,525 and the par value of each share was also altered from RMB1.0 each to RMB0.2 each.

Assuming that the Global Offering becomes unconditional, immediately following completion of the Global Offering, but without taking into account any H Shares which may be issued on exercise of the Over-allotment Option, the share capital of our Company will be RMB4,767,810,525, comprising 3,575,850,525 Domestic Shares and 1,191,960,000 H Shares, fully paid up or credited as fully paid up, representing about 75% and 25% of the enlarged share capital of our Company, respectively.

Save as disclosed in this prospectus, there has been no alteration in the share capital of our Company since our establishment.

C. Resolutions of the shareholders passed at our general meetings on October 19, 2006 and December 3, 2006

At the meeting of our Company held on October 19, 2006, the following resolutions, among other resolutions, were duly passed:

- (a) our Directors were authorized to deal with all matters and to implement all the resolutions relating to the listing of our H Shares on the Stock Exchange; and
- (b) the approval of our new Articles of Association, which will come into effect upon the listing of our H Shares on the Stock Exchange.

It was further resolved that conditional upon, among others, (i) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, our H Shares to be issued as mentioned herein; and (ii) the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of such agreements or otherwise:

- (a) the issue of our H Shares and the granting of the Over-allotment Option (including the issue of our H Shares upon exercise of the Over-allotment Option) were approved; and
- (b) the listing of our H Shares on the Stock Exchange was approved.

At the extraordinary general meeting held on December 3, 2006, the following resolutions, among other resolutions, were duly passed:

- (a) every one share of RMB1.0 each in the capital of our Company be divided into five shares with a par value of RMB0.2 each in our capital with effect from the date of this prospectus.

D. Our subsidiaries

Our principal subsidiaries are referred to in the accountants' report, the text of which is set out in Appendix I to this prospectus.

Save as disclosed in this prospectus, there has been no alteration in the share capital of any of our subsidiaries within the two years preceding the date of this prospectus.

- (a) On January 20, 2006, Sanqiang increased its registered capital to RMB55,480,000, and we subscribed for RMB28,294,800 of the registered capital;
- (b) On February 21, 2006, Dadongpo increased its registered capital to RMB65,654,000, and we subscribed for RMB33,483,750 of the registered capital;
- (c) On March 6, 2006, Jiuyang Mining increased its registered capital to RMB33,390,000, and we subscribed for RMB17,028,900 of the registered capital;
- (d) On June 15, 2006, Luomu Group Sales and Trading reduced its registered capital from RMB112,520,000 to RMB2,000,000; and
- (e) On September 13, 2006, Luoyang High Tech increased its registered capital from RMB5,000,000 to RMB130,000,000.

2. FURTHER INFORMATION ABOUT THE BUSINESS

A. Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by our Group within the two years preceding the date of this prospectus and are or may be material:

- (a) a joint venture contract dated September 5, 2005 entered into between us, Shanghai Longyu Mining Co., Ltd. and Beijing Yuhua Far East International Trading Co., Ltd., whereby all the parties agreed to establish Yuhua. Under the said contract, CMOC agreed to appoint Yuhua as its sole sales agent for the Shanghai area;
- (b) an arranged loan agreement dated December 1, 2005 entered into among us, Industrial and Commercial Bank of China Luoyang Branch Xigong sub-branch and Luoyang City Xinlongan Real Estate Co., Ltd. Pursuant to the agreement, we lent a loan of RMB10,000,000 to Luoyang City Xinlongan Real Estate Co., Ltd. through the arrangement of Industrial and Commercial Bank of China Luoyang Branch Xigong sub-branch, for a term of 12-month;
- (c) A mortgage agreement dated December 1, 2005 entered into among us and Luoyang City Xinlongan Real Estate Co., Ltd. in relation to an arranged loan agreement dated December 1, 2005 entered into among us, Industrial and Commercial Bank of China Luoyang Branch Xigong sub-branch and Luoyang City Xinlongan Real Estate Co., Ltd.;
- (d) a capital increase and equity interest subscription agreement dated January 15, 2006 entered into among us, workers union of Sanqiang, Luanchuan County Chengzhi Mining Co., Ltd. and Sanqiang. Pursuant to the agreement, we agreed to increase the registered capital of Sanqiang to RMB55,480,000. CMOC would subscribe for RMB28,294,800 of the increased portion of the registered capital;
- (e) a capital increase and equity interest subscription agreement dated January 6, 2006 entered into among us, workers union of Dadongpo, Luanchuan County Taifeng Industry & Trading Co., Ltd. and Dadongpo. Pursuant to the agreement, we agreed to increase the registered capital of Dadongpo to RMB65,654,000. CMOC would subscribe for RMB33,483,750 of the increased portion of the registered capital;
- (f) a capital increase and equity interest subscription agreement dated March 2, 2006 entered into among us, workers union of Jiuyang Mining, Luanchuan County Hongji Mining Co., Ltd. and Jiuyang Mining. Pursuant to the agreement, we agreed to increase the registered capital of Jiuyang Mining to RMB33,390,000. CMOC would subscribe for RMB17,028,900 of the increased portion of the registered capital;
- (g) a non-compete agreement dated September 6, 2006 entered into between our Company and LMG pursuant to which LMG agreed not to compete with us in our core business and granted us options and a right of first refusal to acquire certain businesses from LMG, further details of which are set out in “Relationship With Controlling Shareholders — Competition — Non-Compete Agreements”;





- (h) a non-compete agreement dated September 6, 2006 entered into between our Company and CFC pursuant to which CFC agreed not to compete with us in our core business and granted us options and a right of first refusal to acquire certain businesses from CFC, further details of which are set out in “Relationship With Controlling Shareholders — Competition — Non-Compete Agreements”;
- (i) a share transfer agreement dated October 16, 2006 entered into between the Company, Luoyang High Tech and LMG. Pursuant to the said agreement, the Company transferred its entire shareholding in Luoyang Baima Textile (representing 90% equity interest in Luoyang Baima Textile) to LMG for RMB9,000,000, and Luoyang High Tech transferred its entire shareholding in Luoyang Baima Textile (representing 10% equity interest in Luoyang Baima Textile) to LMG for RMB1,000,000. After the share transfer, we no longer have any equity interest in Luoyang Baima Textile;
- (j) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Canking Holdings Inc. as described in the section headed “Our Corporate Investors” of this prospectus;
- (k) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and China Life Insurance Company Limited as described in the section headed “Our Corporate Investors” of this prospectus;
- (l) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Chow Tai Fook Nominee Limited as described in the section headed “Our Corporate Investors” of this prospectus;
- (m) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Citigroup Global Markets Limited as described in the section headed “Our Corporate Investors” of this prospectus;
- (n) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Government of Singapore Investment Corporation Private Limited as described in the section headed “Our Corporate Investors” of this prospectus;
- (o) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Leadwin Investment Limited as described in the section headed “Our Corporate Investors” of this prospectus;
- (p) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Li Ka Shing (Canada) Foundation as described in the section headed “Our Corporate Investors” of this prospectus;
- (q) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and South Valley Holdings Limited as described in the section headed “Our Corporate Investors” of this prospectus;
- (r) a corporate investor agreement dated April 2, 2007 entered into between the Company, the Joint Global Coordinators and Topstyle Enterprises Limited as described in the section headed “Our Corporate Investors” of this prospectus;

- (s) the Hong Kong Underwriting Agreement dated April 12, 2007 relating to the Hong Kong Public Offering entered into among us, LMG, CFC, the Hong Kong Underwriters and the Joint Global Coordinators; and
- (t) a deed of indemnity dated April 12, 2007 given by LMG and CFC in favor of the Group containing the indemnities referred to in the paragraph headed “Other Information — Estate duty, tax and other indemnities” in this appendix.





B. Intellectual property rights

(a) Trademarks

- (i) As at the Latest Practicable Date, we owned or had registered (as the case may be) the following trademarks:

| <u>Trademark</u> | <u>Place of Registration</u> | <u>Class</u> | <u>Registration Number</u> | <u>Valid Period</u> |
|--|------------------------------|--------------|----------------------------|---------------------|
|  | PRC | 6 | 3528578 | 2014.10.20 |
|  | PRC | 6 | 3528579 | 2014.10.20 |
|  91 92 | PRC | 1 | 651005 | 2013.07.27 |
|  91 92 | PRC | 6 | 646622 | 2013.06.20 |

- (ii) As at the Latest Practicable Date, we have applied for but have not obtained registration of the following trademarks:

| <u>Trademark</u> | <u>Application No.</u> | <u>Application Date</u> | <u>Class</u> | <u>Place of Application</u> |
|---|------------------------|-------------------------|----------------|-----------------------------|
|  | 4374126 | 2004.11.22 | 1 | PRC |
|  | 4374127 | 2004.11.22 | 6 | PRC |
|  | 300798120 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
|  | 300797950 | 2007.01.16 | 1, 6 and 35 | Hong Kong |

| <u>Trademark</u> | <u>Application No.</u> | <u>Application Date</u> | <u>Class</u> | <u>Place of Application</u> |
|---|------------------------|-------------------------|--------------|-----------------------------|
| 洛钼 洛钼 | 300798184 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
|  | 300798175 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
| 洛钼集团 | 300798021 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
| 洛钼集團 | 300798111 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
| LUOMO GROUP | 300798111 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
| 洛钼股份 | 300798012 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
| 洛钼股份 | 300798139 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
| LUOYANG MOLYBDENUM | 300798139 | 2007.01.16 | 1, 6 and 35 | Hong Kong |
|  | 300802142 | 2007.01.23 | 1, 6 and 35 | Hong Kong |
|  | 300804230 | 2007.01.26 | 1, 6 and 35 | Hong Kong |
|  | 300804249 | 2007.01.26 | 1, 6 and 35 | Hong Kong |
|  | 300845794 | 2007.04.04 | 1.6 and 35 | Hong Kong |
| CMOC | 300845794 | 2007.04.04 | 1.6 and 35 | Hong Kong |

(b) *Patent*

As at the Latest Practicable Date, we have applied for but have not obtained registration of the following patent:

| <u>Name of Patent</u> | <u>Application No.</u> | <u>Application Date</u> | <u>Place of Application</u> |
|--|------------------------|-------------------------|-----------------------------|
| Heat spinning roaster kiln production equipment and method for molybdenum concentrate 旋轉閃蒸直燃烘熱式回轉窯焙燒鉬精礦的設備及工藝方法 | 200610017392.8 | 2006.01.24 | PRC |

(c) *Domain name*

As at the Latest Practical Date, we were the registered proprietor of the following domain name:

| <u>Domain name:</u> | <u>Date of Registration</u> | <u>Date of Expiration</u> |
|-----------------------------------|-----------------------------|---------------------------|
| clcmo.com | 2002.09.12 | 2008.09.12 |
| chinamoly.com | 2006.01.16 | 2010.01.16 |
| chinamoly.cn | 2006.01.16 | 2009.01.16 |
| chinamoly.com.cn. | 2007.01.07 | 2009.01.07 |
| china-moly.com | 2007.02.26 | 2008.02.26 |
| china-moly.cn | 2007.02.26 | 2008.02.26 |
| china-moly.com.cn | 2007.02.26 | 2008.02.26 |
| china-molybdenum.com.cn | 2007.02.26 | 2008.02.26 |
| china-molybdenum.cn | 2007.02.26 | 2008.02.26 |

Note: The contents contained in the websites above do not form part of this document

Save as disclosed above, there are no other trademarks, patents or other intellectual property rights which are material in relation to our business.

3. FURTHER INFORMATION ABOUT DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT, STAFF AND SUBSTANTIAL SHAREHOLDERS

A. Directors' and Supervisors' interests and short positions in the share capital and debentures of our Company and associated corporations

Save as disclosed below, immediately following the completion of the Global Offering, none of our Directors and Supervisors will have any interest or short position in the Shares, underlying shares or debentures of us or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, in each case once our H Shares are listed on the Stock Exchange. For this purpose, the relevant provisions of the SFO applicable to our Directors will be interpreted as if they also applied to our Supervisors.

B. Substantial Shareholders

Information on the substantial shareholders of our Company is set out in the section headed "Substantial Shareholders" of this prospectus.

C. Particulars of service agreements*Executive Directors and Supervisors*

Each of our executive Directors and Supervisors has entered into a service agreement with our Company. Principal particulars of these agreements are summarized below.

- (a) Each service agreement is for an initial term of three years commencing on the day that the dealing in our H Shares first commences on the Stock Exchange (subject to termination in certain circumstances as stipulated in the relevant agreement). The service contracts of our executive Directors and Supervisors are subject to termination in accordance with their respective terms.
- (b) Under the current arrangements, the aggregate remuneration payable to our executive Directors will be approved by our Shareholders' meeting from time to time. In addition, each of our executive Directors is entitled to social and welfare benefits provided under the relevant PRC laws and regulations (including, but not limited to, housing, food and childcare subsidy).
- (c) Each of our executive Directors will abstain from voting and not be counted towards the quorum in respect of any resolution of the Board regarding the amount of annual salary or management bonus payable to him.

D. Remuneration of Directors and Supervisors

- (a) The aggregate amount of remuneration paid and benefits in kind granted to our Directors and Supervisors in respect of the year ended December 31, 2004, 2005 and 2006 were approximately RMB1,383,000, RMB411,000 and RMB1,748,000 respectively.
- (b) Under the existing arrangements currently in force, the aggregate remuneration payable to and benefits-in-kind received by our Directors and Supervisors in respect of the year ending December 31, 2007 are estimated to be approximately RMB3.0 million.

E. Disclaimers

Save as disclosed in this prospectus as at the Latest Practicable Date:

- (a) so far as our Directors are aware, none of our Directors or Supervisors of our Company had, as at the Latest Practicable Date, any interest or short position in any shares, underlying shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which would be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which would be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which would be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed

Companies in the Listing Rules, in each case once our H Shares are listed on the Stock Exchange. (For this purpose, the relevant provisions of the SFO applicable to the Directors are interpreted as if they also applied to the Supervisors);

- (b) none of the Directors or Supervisors nor any of the persons whose names are listed in the paragraph headed “Consent of experts” in this Appendix:
 - (i) is interested in the promotion of our Company, or in any assets which have within the two years immediately preceding the issue of this prospectus been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - (ii) is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group;
- (c) none of the persons whose names are listed in the paragraph headed “Consents of experts” in this Appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (d) none of the Directors or Supervisors has entered or has proposed to enter into any service agreements with our Company or any members of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and
- (e) no cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this prospectus to any Promoters of our Company nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the Global Offering or related transaction as mentioned in this prospectus.

4. OTHER INFORMATION

A. Estate duty, tax and other indemnities

Our Directors have been advised that no material liability for estate duty under the laws of the PRC or Hong Kong would be likely to fall upon our Company and any of its subsidiaries. Dealings in H Shares will be subject to Hong Kong stamp duty. Intending holders of H Shares are recommended to consult their professional advisors if they are in any doubt as to the taxation other implications of subscribing for, purchasing, holding or disposing of or dealing in H Shares. It is emphasized that none of us, our Directors or any other parties involved in the Global Offering accepts responsibility for any tax effect on, or liabilities of holders of H Shares resulting from their subscription for, purchase, holding or disposal of or dealing in H Shares.

LMG and CFC entered into a deed of indemnity with the Company in favor of the Group (being a material contract referred to in paragraph headed “Other Information — Estate duty, tax and other indemnities” in this appendix) to provide indemnities in respect of, among other matters, tax liabilities, any liability for products and property on or before the date on which the Global Offering becomes unconditional save (i) where provision has been made for such taxation in the audited accounts of any member of the Group for the three years ended

December 31, 2006; or (ii) to the extent such taxation liability would not have arisen but for any act or omission by any member of the Group voluntarily effected without prior written consent or agreement of LMG otherwise than in the ordinary course of business before the Listing Date or carried out, made or entered into pursuant to a legally binding commitment created on or before the Listing Date; or (iii) to the extent that such taxation or liability is discharged by another person and that no member of the Group is required to reimburse such person in respect of the discharge of the taxation or liability; or (iv) to the extent that such claim arises or is incurred as a consequence of any retrospective change in the law or the interpretation or practice thereof by the Hong Kong Inland Revenue Department or the tax authorities of the PRC or any other authority in any part of the world coming into effect after the Listing Date or to the extent such claim arises or is increased by an increase in rates of taxation after the Listing Date with retrospective effect. The deed of indemnity also contains indemnities given by LMG and CFC for any actual loss, damage or liability that we may incur or suffer in the event our legal action against Gongda Zhiyuan in seeking to disqualify Gongda Zhiyuan's 25% interest in Dachuan and to rescind the joint venture agreement is unsuccessful.

B. Litigation

Save as disclosed in "Litigation and Regulatory Matters" in the section headed "Business", no member of our Group is engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation/arbitration or claim of material importance is known to the Directors to be pending or threatened against any member of our Group.

C. Joint Sponsors/Compliance advisor

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, our H Shares to be issued as mentioned in this prospectus, including any H Shares falling to be issued pursuant to the exercise of the Over-allotment Option. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

We have in accordance with Rule 3A.19 of the Listing Rules retained Guotai Junan Capital Limited as our compliance advisor.

D. Preliminary expenses

The preliminary expenses of our Company are estimated to be approximately RMB2,596,000 and are payable by our Company.

E. Promoters

Our Promoters are LMG and CFC. Save as disclosed in this prospectus, no cash, securities or other benefit had been paid, allotted or given within the two years preceding the date of this prospectus, or proposed to be paid, allotted or given, to any of the Promoters in connection with the Global Offering or the related transactions described in this prospectus.

F. Qualifications of experts

The qualifications of the experts who have given opinions in this prospectus are as follows:

| <u>Name</u> | <u>Qualifications</u> |
|------------------------------------|--|
| Morgan Stanley | Licensed under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO |
| UBS | Licensed under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading service) and type 9 (asset arrangement) regulated activities as defined under the SFO |
| Llinks Law Offices. | PRC legal advisor |
| Deloitte Touche Tohmatsu | Certified Public Accountants |
| BMI Appraisals Limited. | Property valuation firm |
| Minarco. | Independent technical consultant |

G. Consents of experts

Each of the Joint Sponsors, Llinks Law Offices, Deloitte Touche Tohmatsu, BMI Appraisals Limited and Minarco has given and has not withdrawn its written consent to the issue of this prospectus with inclusion of its report and/or letter and/or valuation certificates and/or the references to its name in the form and context in which they are respectively included.

H. Binding effect

This prospectus will have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

I. Miscellaneous

- (a) Save as disclosed in this prospectus:
- (i) within the two years preceding the date of this prospectus, no share or loan capital of us or any of our subsidiaries, if any, has been issued or agreed fully or partly paid either for cash or a consideration other than cash;

- (ii) none of our share or loan capital or that of any of our subsidiaries is under any option or is agreed conditionally or unconditionally to be put under option;
 - (iii) within the two years preceding the date of this prospectus, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any of our share or loan capital or that of any of our subsidiaries;
 - (iv) we have no founders, management or deferred shares;
 - (v) none of our equity and debt securities or that of any of our subsidiaries is listed or dealt in any other stock exchange nor in any listing or permission to deal being or proposed to be sought; and
 - (vi) there has been no material adverse change in the financial position or prospects of our Group since December 31, 2006 (being the date to which the latest audited consolidated financial statements of our Group were made up).
- (b) None of the parties listed in paragraph F of this Appendix:
- (i) is interested beneficially or non-beneficially in any shares in any member of our Group; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of our Group.
- (c) No company within our Group is presently listed on any stock exchange or traded on any trading system.
- (d) All necessary arrangements have been made to enable H Shares to be admitted into CCASS for clearing and settlement.
- (e) We do not intend to apply for the status of a Sino-foreign investment joint stock limited company.
- (f) Our Company has no outstanding convertible debt securities.

J. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by Section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).