

**FURTHER INFORMATION ABOUT OUR COMPANY****1. Incorporation of our Company**

Our Company was incorporated in Singapore under the Singapore Companies Act as a private company limited by shares under the name of “Sound Environment Holdings Pte. Ltd.” on November 7, 2005. We changed our name to “Epure International Pte. Ltd.” with effect from May 23, 2006. On August 28, 2006, the name of our Company was changed to “Epure International Ltd.” in connection with our conversion to a public company. On March 5, 2010, we changed our name to “Sound Global Ltd.” and adopted the Chinese name “桑德國際有限公司” as our secondary name.

Our Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance and our place of business in Hong Kong is at Level 28, Three Pacific Place, 1 Queen’s Road East, Hong Kong. Wong Tak Yee, the authorized representative of the Company for the purposes of Part XI of the Companies Ordinance, has been appointed as our agent for the acceptance of service of process and notices in Hong Kong. The address for service of process on the Company in Hong Kong is Level 28, Three Pacific Place, 1 Queen’s Road East, Hong Kong.

As our Company is established in Singapore, our operation, Memorandum and Articles of Association are subject to the relevant laws and regulations of Singapore. A summary of the Articles of Association and of the relevant laws and regulations of Singapore is set out in Appendices IV and V to this Listing Document.

Our registered office is at 1 Robinson Road #17-00, AIA Tower, Singapore 048542 and our head office in the PRC is located at National Environmental Protection Industry Zone, Tongzhou District, Beijing 101102, PRC.

**2. Changes in share capital of our Company**

The authorized share capital of our Company at the date of incorporation was S\$100,000 divided into 100,000 Shares of S\$1.00 each. On the date of incorporation, one share was allotted and issued at par, credited as fully paid, to the subscriber, Sound Water.

Since the date of incorporation of our Company, the following alterations in its share capital have taken place:

On May 18, 2006, 9 Shares for S\$9.00 were allotted and issued and the proceeds were used for working capital purposes.

On July 18, 2006, 519,839,990 Shares were allotted and issued in full settlement of an interest free loan granted to our Company of US\$18.8 million.

On August 3, 2006, 80,160,000 Shares at a consideration of US\$10 million were allotted and issued pursuant to a subscription agreement with IFC.

On August 15, 2006, our Shareholders approved a share consolidation of every two Shares into one Share.

On October 6, 2006, 100,000,000 Shares at S\$0.65 each were allotted and issued to the public pursuant to the initial public offering of our Company in Singapore.

On July 24, 2007, our Company made a private placement of 30,000,000 new Shares at S\$2.18 each (equivalent to RMB10.90) for a total consideration of RMB327,000,000.

On February 27, 2008, our Shareholders approved the share split of each Share into three Shares.

Save as disclosed herein, there has been no alteration in the share capital of our Company since our incorporation.

### **3. Resolutions of the Shareholders of our Company passed at the Company's general meetings on March 5, 2010 and April 30, 2010**

- (A) At the extraordinary general meetings of our Company held on March 5, 2010, resolutions of Shareholders were passed, inter alia, pursuant which our Shareholders approved:
- (a) the dual primary listing of all the Shares on the Stock Exchange and all matters relating thereto;
  - (b) subject to and contingent upon the Stock Exchange granting the approval for the Listing, the termination of the Existing Share Option Scheme adopted by our Company on August 15, 2007. The termination shall take effect upon the Listing;
  - (c) the adoption of the Share Option Scheme which shall take effect upon the Listing, and the offer and grant of share options to selected directors and employees of our Group in accordance with the rules of the Share Option Scheme and pursuant to Section 161 of the Singapore Companies Act, and to deliver existing shares (including treasury shares) and allot and issue from time to time such number of new Shares as may be required to be transferred or allotted and issued pursuant to the exercise of the share options under the Share Option Scheme;
  - (d) subject to and contingent upon the Stock Exchange granting the approval for the Listing, the adoption of the new Articles of Association which shall take effect as the new Articles of our Company in substitution for and to the exclusion of the existing Articles of our Company upon the Listing;
  - (e) the name of our Company "Epure International Ltd." be changed to "Sound Global Ltd." and that the name "Sound Global Ltd." be substituted for "Epure International Ltd." wherever the latter name appears in our Company's Memorandum and Articles of Association; and
  - (f) the Chinese name "桑德國際有限公司" be adopted as the Company's secondary name.

- (B) At the annual general meeting of our Company held on April 30, 2010, our Shareholders approved, inter alia, that, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual, our Directors were authorized and empowered to:-
- (i) issue Shares whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as our Directors shall in their absolute discretion deem fit, provided that the aggregate number of Shares (including any Shares to be issued pursuant to the convertible securities) and convertible securities in our Company to be issued pursuant to such authority shall not exceed 50% of the issued share capital of our Company (excluding treasury shares) at the time of grant of such mandate and that the aggregate number of Shares and convertible securities in our Company to be issued other than on a pro-rata basis to the Shareholders of our Company shall not exceed 20% of the issued share capital of our Company (excluding treasury shares) at the time of grant of such mandate.

The above mandate shall, unless revoked or varied by our Company at a general meeting, continue to be in force until the conclusion of the next annual general meeting or the date by which the next general meeting of our Company is required by law to be held, whichever is the earlier, except that our Directors shall be authorized to allot and issue new shares pursuant to the convertible securities notwithstanding that such authority has ceased.

For determining the aggregate number of shares that may be issued on a pro-rata basis, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of our Company at the time this resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of our Company at the time this resolution is passed.

- (C) At the extraordinary general meeting of our Company held on April 30, 2010, resolutions of Shareholders were passed, inter alia, pursuant which our Shareholders approved:
- (a) the dual primary listing of all the Shares on the Stock Exchange and all matters relating thereto;
  - (b) the Share Option Scheme under which options may be granted to selected directors and employees of our Group who have attained the age of 21 years, to subscribe for Shares, which shall be adopted and take effect upon the Listing, and that our Directors be authorized:
    - (i) to establish and administer the Share Option Scheme;

- (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Share Option Scheme, and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme; and
- (iii) to offer and grant options to selected directors and employees of the Group in accordance with the rules of the Share Option Scheme and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and to deliver existing Shares and allot and issue from time to time such number of new Shares as may be required to be transferred or allotted and issued pursuant to the exercise of the options under the Share Option Scheme; and
- (c) that for the purposes of Rule 920 of the Listing Manual, for our Company, our subsidiaries and associated companies or any of us to enter into transactions falling within the categories of interested person transactions with Beijing Sound Enviro, its subsidiaries and associated companies, provided that such transactions are transacted on normal commercial terms and on terms or conditions that would not be prejudicial to the interests of our Company and/or our minority shareholders and in accordance with the prescribed guidelines and procedures for interested person transactions. This resolution shall, unless revoked or varied by our Company in general meeting, continue in force until the conclusion of the next annual general meeting of our Company.

#### 4. Changes in share capital of subsidiaries

The subsidiaries of our Company are listed in the accountants' report set out in Appendix I to this Listing Document.

The following sets out the alterations in the registered capital of each of our Company's subsidiaries within the two years immediately preceding the date of this Listing Document:

- (a) Beijing Sound increased its registered capital from RMB200,000,000 to RMB500,000,000 on June 12, 2008.
- (b) The registered capital of Guangxi Liqing Water Co., Ltd. (廣西漓清水務有限公司) was increased to US\$5,000,000 from US\$3,000,000 on October 27, 2008.
- (c) The registered capital of Beijing Epure Sound Environmental Engineering Technology Co., Ltd. (北京伊普桑德環境工程技術有限公司) was decreased from RMB50,000,000 to RMB15,000,000 on April 29, 2009.
- (d) The registered capital of Xi'an Huqing Water Co., Ltd. was increased from RMB20,000,000 to RMB24,000,000 on August 5, 2009.

### 5. Further information about our PRC establishments

We have interest in the registered capital of 16 subsidiaries in the PRC. A summary of the corporate information of these subsidiaries as of the Latest Practicable Date is set out below:

- |         |                             |  |
|---------|-----------------------------|--|
| (a) (i) | Name of the enterprise      | : Beijing Epure International Water Co., Ltd.<br>(北京伊普國際水務有限公司)  |
| (ii)    | Date of incorporation       | : December 18, 2006  |
| (iii)   | Economic nature             | : Wholly foreign-owned enterprise  |
| (iv)    | Registered owner            | : Epure International Ltd.   |
| (v)     | Total investment capital    | : US\$ 50,000,000  |
| (vi)    | Registered capital          | : US\$ 20,000,000  |
| (vii)   | Attributable interest to us | : 100%   |
| (viii)  | Term of operation           | : From December 18, 2006 to December 17, 2036  |
| (ix)    | Scope of business           | : Research and development of urban and industrial water treatment technologies; technology consultation, service, EPC and specialized contract; project design and consultation   |
| (b) (i) | Name of the enterprise      | : Beijing Sound Environmental Engineering Co., Ltd.<br>(北京桑德環境工程有限公司)  |
| (ii)    | Date of incorporation       | : November 30, 1999  |
| (iii)   | Economic nature             | : Sino-Foreign Cooperative Joint Venture   |
| (iv)    | Registered owner            | : Epure International Ltd. (75%); Beijing Epure International Water Co., Ltd. (25%)  |
| (v)     | Total investment capital    | : RMB680,000,000   |
| (vi)    | Registered capital          | : RMB500,000,000, actually received RMB372,060,437.15  |
| (vii)   | Attributable interest to us | : 100%   |
| (viii)  | Term of operation           | : From November 30, 1999 to April 19, 2056   |
| (ix)    | Scope of business           | : Research and development of water treatment technologies; Technology consultation and service; Sale of self-developed products installation of electromechanical equipment projects of environmental protection; (business involving special approval shall be conducted only after obtaining such approval) and specialized contract; project design and consultation |
| (c) (i) | Name of the enterprise      | : Beijing Epure Sound Environmental Engineering Technology Co., Ltd. (北京伊普桑德環境工程技術有限公司)  |
| (ii)    | Date of incorporation       | : July 27, 2007  |
| (iii)   | Economic nature             | : Wholly foreign-owned enterprise  |
| (iv)    | Registered owner            | : Sound International Investment Holdings Limited  |
| (v)     | Total investment capital    | : RMB30,000,000  |
| (vi)    | Registered capital          | : RMB15,000,000  |
| (vii)   | Attributable interest to us | : 100%   |
| (viii)  | Term of operation           | : From March 5, 2010 to July 26, 2037  |
| (ix)    | Scope of business           | : Development of environmental protection technologies; technology consultation and service  |

- (d) (i) Name of the enterprise : Beijing Hi-Standard Water Treatment Equipment Co., Ltd.  
(北京海斯頓水處理設備有限公司)
- (ii) Date of incorporation : April 6, 2007
- (iii) Economic nature : Limited liability company (wholly-owned by foreign invested enterprise)
- (iv) Registered owner : Beijing Sound Environmental Engineering Co., Ltd.
- (v) Total investment capital : N/A
- (vi) Registered capital : RMB66,000,000
- (vii) Attributable interest to us : 100%
- (viii) Term of operation : From April 6, 2007 to April 5, 2037
- (ix) Scope of business : Technology development, transfer and consultation, and provision of technical services, relating to environment-friendly equipment and apparatus; design, research and development, of machinery, appliances, equipment and apparatus; sale of self-developed products; import and export of goods and technologies and provision of import and export agent services; professional contracting
- (e) (i) Name of the enterprise : Shanghai Chenghuan Water Operation Co., Ltd.  
(上海城環水務運營有限公司)
- (ii) Date of incorporation : December 12, 2006
- (iii) Economic nature : Limited liability company (jointly owned by foreign invested enterprise and domestic enterprise)
- (iv) Registered owner : Beijing Sound Environmental Engineering Co., Ltd. (20%); Shanghai Chengtuo Environmental Investment Ltd. (上海城投環境投資有限公司) (70%); Shanghai Yuhe Chemicals Ltd. (上海宇和化工材料有限公司) (10%)
- (v) Total investment capital : N/A
- (vi) Registered capital : RMB10,000,000
- (vii) Attributable interest to us : 20%
- (viii) Term of operation : From December 12, 2006 to December 11, 2026
- (ix) Scope of business : Technology development, transfer and consultation, provision of technical services, technology contracting, training and agency services, investment by contribution of technologies, and provision of corporate administration services in relation to wastewater treatment and water treatment (the relevant permit shall be obtained for operation if any of permits for a particular business is required)
- (f) (i) Name of the enterprise : Guangxi Liqing Water Co., Ltd. (廣西瀉清水務有限公司)
- (ii) Date of incorporation : October 10, 2008
- (iii) Economic nature : Wholly foreign-owned enterprise
- (iv) Registered owner : Sound International Investment Holdings Limited
- (v) Total investment capital : US\$ 9,980,000
- (vi) Registered capital : US\$ 5,000,000
- (vii) Attributable interest to us : 100%
- (viii) Term of operation : From October 10, 2008 to October 10, 2038
- (ix) Scope of business : Urban wastewater treatment and integrated utilization (the relevant qualifications shall be obtained for the operation of these businesses) (the business shall be carried out within the effective period of the relevant permit if any of permits for the operation of such business is required)

- (g) (i) Name of the enterprise : Hancheng City Yiqing Water Co., Ltd.  
(韓城市頤清水務有限公司)
- (ii) Date of incorporation : April 15, 2009
- (iii) Economic nature : Limited liability company (wholly-owned by foreign invested enterprise)
- (iv) Registered owner : Beijing Epure International Water Co., Ltd.
- (v) Total investment capital : N/A
- (vi) Registered capital : RMB14,200,000
- (vii) Attributable interest to us : 100%
- (viii) Term of operation : From April 15, 2009 to April 14, 2015
- (ix) Scope of business : Urban wastewater treatment and integrated utilization
- (h) (i) Name of the enterprise : Shangluo Wastewater Treatment Co., Ltd.  
(商洛污水處理有限公司)
- (ii) Date of incorporation : May 12, 2009
- (iii) Economic nature : Limited liability company (wholly-owned by foreign invested enterprise)
- (iv) Registered owner : Beijing Epure International Water Co., Ltd.
- (v) Total investment capital : N/A
- (vi) Registered capital : RMB13,800,000, actually received RMB2,760,000
- (vii) Attributable interest to us : 100%
- (viii) Term of operation : Long term
- (ix) Scope of business : Urban wastewater treatment and integrated utilization
- (i) (i) Name of the enterprise : Yulin City Jingzhou Water Co., Ltd.  
(榆林市靖洲水務有限公司)
- (ii) Date of incorporation : July 7, 2009
- (iii) Economic nature : Limited liability company (wholly-owned by foreign invested enterprise)
- (iv) Registered owner : Beijing Epure International Water Co., Ltd. (100%)
- (v) Total investment capital : N/A
- (vi) Registered capital : RMB11,400,000, actually received RMB2,280,000
- (vii) Attributable interest to us : 100%
- (viii) Term of operation : From July 7, 2009 to July 6, 2039
- (ix) Scope of business : Preparation of construction for urban wastewater treatment and integrated utilization
- (j) (i) Name of the enterprise : Xi'an Qinqing Water Co., Ltd. (西安秦清水務有限公司)
- (ii) Date of incorporation : September 18, 2007
- (iii) Economic nature : Limited liability company (invested by foreign invested enterprise)
- (iv) Registered owner : Beijing Sound Environmental Engineering Co., Ltd. (82%);  
Beijing Epure International Water Co., Ltd. (18%)
- (v) Total investment capital : N/A
- (vi) Registered capital : RMB25,000,000
- (vii) Attributable interest to us : 100%
- (viii) Term of operation : From September 18, 2007 to April 16, 2020
- (ix) Scope of business : Research and development of urban and industrial wastewater treatment technologies; provision of technology consultation, technical services and technology transfer (if any of these businesses is subject to the state requirements for the exclusive businesses and operations, it shall comply with such requirements)

- (k) (i) Name of the enterprise : Xi'an Huqing Water Co., Ltd. (西安戶清水務有限公司)  
(ii) Date of incorporation : September 6, 2007  
(iii) Economic nature : Limited liability company  
(iv) Registered owner : Beijing Sound Environmental Engineering Co., Ltd. (82%);  
Beijing Epure International Water Co., Ltd. (18%)  
(v) Total investment capital : N/A  
(vi) Registered capital : RMB24,000,000  
(vii) Attributable interest to us : 100%  
(viii) Term of operation : From September 6, 2007 to September 5, 2037  
(ix) Scope of business : Investment in and consultation on, construction and operation of municipal water and wastewater treatment projects; development and professional contracting of environment protection projects; transfer of and provision of consultation and technical services for environmental technologies
- (l) (i) Name of the enterprise : Jiangyan Jiangyuan Wastewater Treatment Ltd.  
(姜堰姜源污水處理有限公司)  
(ii) Date of incorporation : October 28, 2009  
(iii) Economic nature : Sino-Foreign Cooperative Joint Venture  
(iv) Registered owner : Sound International Investment Holdings Limited (50.2%);  
Jiangyan Urban Wastewater Treatment Limited  
(姜堰市城區污水處理有限公司) (49.8%)  
(v) Total investment capital : RMB122,000,000  
(vi) Registered capital : RMB67,787,800, actually received RMB49,489,371.73  
(vii) Attributable interest to us : 50.2%<sup>Note 1</sup>  
(viii) Term of operation : From October 28, 2009 to October 26, 2034  
(ix) Scope of business : Wastewater treatment and the related technical services
- (m) (i) Name of the enterprise : Hainan Baichuan Water Co., Ltd. (海南百川水務有限公司)  
(ii) Date of incorporation : November 19, 2009  
(iii) Economic nature : Limited liability company (wholly-owned by enterprise)  
(iv) Registered owner : Beijing Sound Environmental Engineering Co., Ltd.  
(v) Total investment capital : N/A  
(vi) Registered capital : RMB5,000,000  
(vii) Attributable interest to us : 100%  
(viii) Term of operation : From November 19, 2009 to November 19, 2039  
(ix) Scope of business : Investment in, construction, operation and management and integrated utilization of wastewater treatment projects; technology consultation and development of environmental water engineering projects (the relevant administrative permit shall be obtained for operation if such permit is required for a particular business)

Note 1: Our Group has control over Jiangyan Jiangyuan Wastewater Treatment Co., Ltd. in respect of financial and management matters and is entitled to 100% of the dividend distributed by such entity. Our Group shall bear 100% of the loss of such entity in respect of the project controlled by Jiangyan Jiangyuan Wastewater Treatment Co., Ltd.






- (n) (i) Name of the enterprise : Yantai Bihai Water Co., Ltd. (煙台碧海水務有限公司)  
(ii) Date of incorporation : February 10, 2010  
(iii) Economic nature : Sino-Foreign Joint Venture  
(iv) Registered owner : Sound International Investment Holdings Limited (80%);  
Shandong Rendeya Environmental Engineering Company  
(山東仁德亞環保工程有限公司) (20%)  
(v) Total investment capital : RMB95,000,000  
(vi) Registered capital : RMB38,000,000, actually received RMB0  
(vii) Attributable interest to us : 80%  
(viii) Term of operation : From February 10, 2010 to February 9, 2032  
(ix) Scope of business : Wastewater treatment and the related technical services (if  
any of these business scope is subject to special approval or  
qualification of PRC, such business activities shall be  
conducted only after obtaining such permit or qualification)
- (o) (i) Name of the enterprise : Fushun Qingxi Water Co., Ltd. (撫順清溪水務有限公司)  
(ii) Date of incorporation : October 20, 2009  
(iii) Economic nature : Wholly foreign-owned enterprise  
(iv) Registered owner : Sound International Investment Holdings Limited  
(v) Total investment capital : US\$ 22,000,000  
(vi) Registered capital : US\$ 10,000,000  
(vii) Attributable interest to us : 100%  
(viii) Term of operation : From October 20, 2009 to October 19, 2039  
(ix) Scope of business : Wastewater treatment and integrated utilization
- (p) (i) Name of the enterprise : Anyang Mingbo Water Co., Ltd. (安陽明波水務有限公司)  
(ii) Date of incorporation : February 6, 2007  
(iii) Economic nature : Limited liability company  
(iv) Registered owner : Beijing Epure International Water Co., Ltd.  
(v) Total investment capital : N/A  
(vi) Registered capital : RMB45,000,000  
(vii) Attributable interest to us : 100%  
(viii) Term of operation : From February 6, 2007 to February 5, 2037  
(ix) Scope of business : Investment in, construction and operation and management  
of municipal wastewater treatment projects and production  
and sale of recycled water; development of environment  
protection projects, technology transfer and provision of  
consultation and technical services (if any of these business  
is subject to the special approval by the state government,  
such business shall be carried out only after obtaining the  
approval)
- (q) (i) Name of the enterprise : Daye Honglian Water Co., Ltd. (大冶鴻漣水務有限公司)  
(ii) Date of incorporation : April 9, 2010  
(iii) Economic nature : Limited liability company (invested by foreign invested  
enterprise)  
(iv) Total investment capital : N/A  
(v) Registered capital : RMB30,000,000  
(vi) Term of operation : From April 9, 2010 to April 9, 2030  
(vii) Scope of business : Urban wastewater treatment and integrated utilization (if  
any of these business is subject to the special approval by  
the state government, such business shall be carried out  
only after obtaining the approval)

**FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY****6. Summary of material contracts**

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








- (a) share transfer agreement in respect of the entire equity interest of Hi-Standard, dated June 26, 2008, between Shanghai Jingke Investment Management Limited (上海京科投資管理有限公司) and Beijing Sound at a consideration of RMB208,000,000;
- (b) share transfer agreement in respect of the entire equity interest of Anyang Mingbo, dated October 13, 2009, among Beijing Sound Enviro, Shanghai Jingke Investment Management Limited (上海京科投資管理有限公司) and Beijing Epure at a total consideration of RMB45,000,000;
- (c) share transfer agreement in respect of 15% of the equity interest of Lanzhou Guyuan Water Co., Ltd. (蘭州固源水務有限公司) dated December 21, 2009, between Beijing Epure and Beijing Lvmeng Investment Limited (北京綠盟投資有限公司) at a consideration of RMB2,700,000;
- (d) strategic development memorandum dated April 7, 2010 entered into among our Company, Sound Environmental Resources (formerly known as Eguard Resources Development Co., Ltd. (合加資源發展股份有限公司)) and Beijing Sound Enviro; details of which have been set out in the paragraph headed “The Strategic Development Memorandum” in the section headed “Relationship with our Controlling Shareholder Group” of this Listing Document;
- (e) termination letter dated June 10, 2010, between IFC on one part and each of our Company, Mr. Wen, Zhang Huiming, Tang Lianfang, Zhang Linmao, Sound Water, Green Capital and Beijing Sanghua on the other part, in respect of the termination of the Shareholders’ Agreement dated July 20, 2006;
- (f) deeds of non-competition dated June 18, 2010 entered into by our Company on one part and each of Beijing Sound Enviro, Beijing Sound Environmental Technology Development Co., Ltd. (北京市桑德環境技術發展有限公司), Mr. Wen, Ms. Zhang Huiming, Tang Lianfang and Zhang Linmao on the other part, details of which have been set out under the paragraph headed “The Non-Competition Deeds” in the section headed “Relationship with our Controlling Shareholder Group” of this Listing Document;
- (g) option agreement dated June 18, 2010 between our Company and Beijing Sound Enviro, details of which have been set out in the paragraph headed “The Option Agreement” in the section headed “Relationship with our Controlling Shareholder Group” of this Listing Document;
- (h) EPC Framework Agreement dated June 18, 2010 between Beijing Sound Enviro and Beijing Sound, details of which have been set out under the paragraph headed “Provision of EPC services and sales of goods” in the section headed “Connected Transactions” of this Listing Document;

- (i) trademark transfer and license agreement dated June 18, 2010 between Hi-Standard and Beijing Hi-Standard Equipment Company in respect of the transfer of the trademarks “海斯頓”, “Hi-Standard 海斯頓” and “” from Beijing Hi-Standard Equipment Company to Hi-Standard at nil consideration and the license to use the trademarks “海斯頓”, “Hi-Standard 海斯頓” and “” granted by Hi-Standard to Beijing Hi-Standard Equipment Company at an annual licence fee of RMB50,000 per year;
- (j) supplemental trademark license agreement dated June 18, 2010 between Beijing Sound Enviro and Beijing Sound, pursuant to which during the term of license to use the trademarks “Sound”, “” and “桑德” granted by Beijing Sound Enviro to Beijing Sound, Beijing Sound Enviro is prohibited to grant a license to use the same trademarks to any other person other than to its affiliated companies;
- (k) deed of indemnity dated June 21, 2010 (as amended and restated on September 22, 2010) between Mr. Wen and Sound Water and our Company, details of which have been set out in paragraph 13 below;
- (l) subscription agreement dated August 20, 2010 between Sound Water, Morgan Stanley Asia (Singapore) Pte and our Company regarding the issue of an aggregate amount of RMB885 million US dollar settled 6% convertible bonds due 2015 convertible into shares of our Company;
- (m) paying, conversion and transfer agency agreement dated September 15, 2010 between our Company as issuer and The Hongkong and Shanghai Banking Corporation Limited as principal agent, registrar and trustee regarding the issue of an aggregate amount of RMB885 million US dollar settled 6% convertible bonds due 2015 convertible into shares of our Company;
- (n) trust deed dated September 15, 2010 between our Company and The Hongkong and Shanghai Banking Corporation Limited as trustee regarding the issue of an aggregate amount of RMB885 million US dollar settled 6% convertible bonds due 2015 convertible into shares of our Company; and
- (o) sponsor’s agreement dated September 24, 2010 between our Company, Sound Water, Mr. Wen, Morgan Stanley, MSIP and Morgan Stanley Hong Kong Securities Limited in relation to the appointment of Morgan Stanley as the sole sponsor of the Listing.











## 7. Our Intellectual property rights











## (a) Trademarks











As of the Latest Practicable Date, we are the registered proprietor and beneficial owner of the following trademarks:









No.	Trademark	Place of registration	Class	Registration number	Duration of validity
1	 <b>epure</b> 伊普国际 EPURE INTERNATIONAL LTD	PRC	40	5535800	November 28, 2009 — November 27, 2019
2	 <b>epure</b> 伊普国际 EPURE INTERNATIONAL LTD	Singapore	11	T0716207H	July 26, 2007 — July 25, 2017
3	 <b>epure</b> 伊普国际 EPURE INTERNATIONAL LTD	Singapore	40	T0716208F	July 26, 2007 — July 25, 2017
4	 <b>伊普国际</b>	Singapore	11	T0716205A	July 26, 2007 — July 25, 2017
5	 <b>伊普国际</b>	Singapore	40	T0716206Z	July 26, 2007 — July 25, 2017
6	 <b>epure</b>	Singapore	11	T0716198E	July 26, 2007 — July 25, 2017
7	 <b>epure</b>	Singapore	40	T0716199C	July 26, 2007 — July 25, 2017

As of the Latest Practicable Date, we had applied for registration of the following trademarks, the registration of each of which has not yet been granted:

No.	Trademark	Place of application	Class	Date of application	Application number
1		Singapore	11, 40, 42	April 8, 2010	T1004255Z
2		Singapore	11, 40, 42	April 8, 2010	T1004255Z
3		Singapore	11, 40, 42	April 8, 2010	T1004255Z
4		Singapore	11, 40, 42	April 8, 2010	T1004255Z
5		Singapore	11, 40, 42	April 8, 2010	T1004259B
6		Singapore	11, 40, 42	April 8, 2010	T1004259B
7		Singapore	11, 40, 42	April 8, 2010	T1004261D
8		Singapore	11, 40, 42	April 8, 2010	T1004261D
9		Singapore	11, 40, 42	April 8, 2010	T1004261D
10		Singapore	11, 40, 42	April 8, 2010	T1004261D

No.	Trademark	Place of application	Class	Date of application	Application number
11		Singapore	11, 40, 42	April 8, 2010	T1004253C
12		Singapore	11, 40, 42	April 8, 2010	T1004253C
13		Singapore	11, 40, 42	April 8, 2010	T1004253C
14		Singapore	11, 40, 42	April 8, 2010	T1004253C
15		Hong Kong	11, 40	March 23, 2010	301570158
16		Hong Kong	42	April 1, 2010	301577674
17		Hong Kong	11, 40	March 23, 2010	301570158
18		Hong Kong	42	April 1, 2010	301577674
19		Hong Kong	11, 40	March 23, 2010	301570158
20		Hong Kong	42	April 1, 2010	301577674

No.	Trademark	Place of application	Class	Date of application	Application number
21		Hong Kong	11, 40	March 23, 2010	301570158
22		Hong Kong	42	April 1, 2010	301577674
23		Hong Kong	11, 40	March 23, 2010	301570149
24		Hong Kong	42	April 1, 2010	301577700
25		Hong Kong	11, 40	March 23, 2010	301570149
26		Hong Kong	42	April 1, 2010	301577700
27		Hong Kong	11, 40	March 23, 2010	301570130
28		Hong Kong	42	April 1, 2010	301577683
29		Hong Kong	11, 40	March 23, 2010	301570130
30		Hong Kong	42	April 1, 2010	301577683

No.	Trademark	Place of application	Class	Date of application	Application number
31		Hong Kong	11, 40	March 23, 2010	301570130
32		Hong Kong	42	April 1, 2010	301577683
33		Hong Kong	11, 40	March 23, 2010	301570130
34		Hong Kong	42	April 1, 2010	301577683
35		Hong Kong	11, 40	March 23, 2010	301570121
36		Hong Kong	42	April 1, 2010	301577692
37		Hong Kong	11, 40	March 23, 2010	301570121
38		Hong Kong	42	April 1, 2010	301577692



No.	Trademark	Place of application	Class	Date of application	Application number
39		Hong Kong	11, 40	March 23, 2010	301570121
40		Hong Kong	42	April 1, 2010	301577692
41		Hong Kong	11, 40	March 23, 2010	301570121
42		Hong Kong	42	April 1, 2010	301577692

As of the Latest Practicable Date, we have been licensed with the rights to use the following trademarks which have been registered in PRC:

No.	Trademark	Proprietor	Licensee	License fee	Place of application	Class	Registration number	Duration of validity	Term of license
1		Beijing Sound Enviro	Beijing Sound	Nil	PRC	1	3024689	February 21, 2003 to February 20, 2013	October 21, 2006 to October 20, 2056
2		Beijing Sound Enviro	Beijing Sound	Nil	PRC	1	3024693	October 21, 2003 to October 20, 2013	October 21, 2006 to October 20, 2056
3		Beijing Sound Enviro	Beijing Sound	Nil	PRC	1	3024695	February 28, 2003 to February 27, 2013	October 21, 2006 to October 20, 2056



Note: The trademarks “海斯頓”, “Hi-standard 海斯頓” and “ ” are in the process of being transferred to our Group.

(b) *Patents*

As of the Latest Practicable Date, we are the registered proprietor and beneficial owner of the following patents:

No.	Title of patent	Place of registration	Patent number	Duration of validity
1	Gas-water separator (氣水分離器)	PRC	ZL200420004567.8	10 years from February 20, 2004
2	Revolving decanter (旋轉式滷水器)	PRC	ZL200320129637.8	10 years from December 25, 2003
3	Biochemical treatment device for wastewater with high level of ammonia (高氨氮廢水生化處理裝置)	PRC	ZL200720190815.6	10 years from December 14, 2007
4	Air stripper used for counter-flow of mixed liquids (一種用於混合液回流的氣提裝置)	PRC	ZL200820079578.0	10 years from March 25, 2008
5	Coking wastewater treatment device (焦化廢水處理裝置)	PRC	ZL200720190814.1	10 years from December 14, 2007
6	Wastewater treatment system with improved oxidation ditch (改進氧化溝污水處理系統)	PRC	ZL200820124678.0	10 years from December 17, 2008
7	Wastewater treatment system with higher recycle rate (提高回收率的廢水處理系統)	PRC	ZL200820123833.7	10 years from November 19, 2008
8	Wastewater treatment system designed for the reuse of coking wastewater (一種實現焦化廢水回用的處理系統)	PRC	ZL200820123415.8	10 years from October 28, 2008
9	Water filtering system of water treatment plant (給水廠過濾處理系統)	PRC	ZL200820123738.7	10 years from November 18, 2008
10	Wastewater treatment system equipped with oxidation ditch (氧化溝污水處理系統)	PRC	ZL200820124674.2	10 years from December 17, 2008
11	Integrated bar screen (合體格柵除污機)	PRC	ZL200310115592.3	20 years from December 4, 2003
12	Solid-liquid separator with dehydration system (固液分離脫水一體機)	PRC	ZL200310122468.X	20 years from December 25, 2003
13	Rotor for submersible fiberglass mixer (玻璃鋼潛水推流式攪拌機葉輪)	PRC	ZL200320126437.7	10 years from December 4, 2003
14	Cleaning machine for reuse of filtrate used in press machine (帶壓機濾液回用反沖洗機構)	PRC	ZL200320126439.6	10 years from December 4, 2003
15	Anti-vortex device used in Revolving decanters (一種旋轉式滷水器的防渦流裝置)	PRC	ZL200720190859.9	10 years from December 17, 2007
16	Sludge scrapping device used in sludge scrapers for radial-flow sedimentation tank (輻流池刮泥機拖曳式刮泥裝置)	PRC	ZL02293430.8	10 years from December 24, 2002
17	Aeration rotary disk with improved convex design (一種改進凸塊的旋切式曝氣碟片)	PRC	ZL200420009838.9	10 years from November 2, 2004
18	Bar screen protector (格柵保護器)	PRC	ZL200320129636.3	10 years from December 25, 2003

No.	Title of patent	Place of registration	Patent number	Duration of validity
19	Tubular main axle structure for sludge scrapers/absorbers (刮(吸)泥機管式主樑結構)	PRC	ZL02293432.4	10 years from December 24, 2002
20	Rotor for radial-flow lifter mixer (一種提升式軸流混合攪拌機葉輪)	PRC	ZL200720173985.3d	10 years from November 5, 2007
21	Block soda dissolving trench (塊城溶解槽)	PRC	ZL200320129635.9	10 years from December 25, 2003
22	A spiral scummer (一種螺旋排浮渣裝置)	PRC	ZL200820123585.6	10 years from November 13, 2008
23	Gas-liquid mixer for gas flotation machine (一種氣浮機的氣液混合裝置)	PRC	ZL200820123583.7	10 years from November 13, 2008
24	Water distribution system for water distributor used in biofilter (一種生物濾池布水器的布水機構)	PRC	ZL200720190860.1	10 years from December 17, 2007
25	A telescopic device for regulating the water flow (一種套筒式流量調節裝置)	PRC	ZL200820123584.1	10 years from November 13, 2008
26	An actuator used in thickener for highly-concentrated wastewater (一種高濃度工業廢水增稠器的傳動裝置)	PRC	ZL200720173984.9	10 years from November 5, 2007
27	A double-rack telescopic bar screen (套裝式順轉雙柵格柵機)	PRC	ZL200320129641.4	10 years from December 25, 2003
28	Plastic Pulley device (行走膠輪裝置)	PRC	ZL200320128013.4	10 years from December 17, 2003
29	Integrated spiral separator (箱式螺旋一體化分離機)	PRC	ZL02293429.4	10 years from December 24, 2002
30	Anti-blockage controller used in shaftless spiral conveyors (無軸螺旋輸送機防卡死控制器)	PRC	ZL02293431.6	10 years from December 24, 2002
31	New dehydrator (新型脫水裝置)	PRC	ZL200820123911.3	10 years from November 26, 2008
32	Anode cylinder (陽極滾筒)	PRC	ZL200920170125.3	10 years from August 14, 2009
33	Cathode screen (陰極濾網)	PRC	ZL200920170124.9	10 years from August 14, 2009
34	Sludge concentrating apparatus (布泥裝置)	PRC	ZL200920170123.4	10 years from August 14, 2009
35	Current collecting device (集電裝置)	PRC	ZL200920170122.X	10 years from August 14, 2009
36	A reverse osmosis and nanofiltration system applicable to the highly-concentrated organic wastewater treatment (一種用於處理高濃度有機廢水的反滲透和納濾系統)	PRC	ZL200920107568.8	10 years from April 27, 2009

As of the Latest Practicable Date, we had applied for registration of the following patents, the registration of each of which has not yet been granted:

No.	Title of Patent	Place of application	Date of application	Application number
1	New dehydrating system (新型脫水系統)	PRC	November 26, 2008	200810227419.5
2	Multi-speed electric device control system for decanter (滲水器的多段速電器控制系統)	PRC	November 13, 2008	200820123582.2
3	Sludge dehydration device (污泥脫水裝置)	PRC	August 14, 2009	200910165653.4
4	Wastewater treatment system and method combining the membrane bioreactor and phosphor recovery technology (膜生物反應器與磷回收結合的污水處理系統及處理方法)	PRC	March 25, 2008	200810102714.8

No.	Title of Patent	Place of application	Date of application	Application number
5	Wastewater treatment system and method designed for the reuse of coking wastewater (一種實現焦化廢水回用的處理系統及處理方法)	PRC	October 28, 2008	200810225229.X
6	Thermal dry anaerobic fermentation system for organic waste (保溫式有機廢物幹式厭氧發酵系統)	PRC	October 28, 2008	200810225228.5
7	Wastewater treatment system and method with higher recycle rate (提高回收率的廢水處理系統及處理方法)	PRC	November 19, 2008	200810226660.6
8	Wastewater treatment system and method for high-salinity wastewater (處理高含鹽廢水的污水處理系統及處理方法)	PRC	November 21, 2008	200810227083.2
9	Biological treatment system and method for phenol wastewater (一種含酚廢水生 物處理系統及處理方法)	PRC	December 22, 2008	200810240700.2
10	Improved UCT wastewater treatment system and method (改進UCT的污水處理系統及處理方法)	PRC	December 23, 2008	200810240716.3
11	Coking wastewater treatment method and device (一種焦化廢水處理方法及處理設備)	PRC	May 20, 2009	200910085003.9
12	Acrylonitrile and acrylic wastewater treatment method and device (一種丙烯腈-腈綸綜合生產廢水處理方法及處理設備)	PRC	June 24, 2009	200910087863.6
13	Straw pulp paper-making wastewater and mid-water recycling treatment system and treatment method (草漿造紙廢水中水回用處理系統及處理方法)	PRC	March 3, 2010	2010101177087

(c) *Copyright*

As of the Latest Practicable Date, we have not registered any copyright.

(d) *Domain names*

As of the Latest Practicable Date, we have registered the following domain names:

No.	Domain name	Registration date	Expiry date
1	epure.cn	June 28, 2006	June 28, 2013
2	epure.com.cn	June 28, 2006	June 28, 2013
3	soundglobal.com.sg	June 15, 2006	February 1, 2011
4	soundinternational.cn	March 22, 2010	March 22, 2020
5	sound-international.cn	March 22, 2010	March 22, 2020
6	soundglobal.cn	March 22, 2010	March 22, 2020

## 8. Related party transactions

The related party transactions of the Group entered into during the two years immediately preceding the date of this Listing Document have been disclosed in Note 38 to the Accountants' Report, the text of which is set out in Appendix I to this Listing Document.

**FURTHER INFORMATION ABOUT DIRECTORS AND SHAREHOLDERS****9. Directors***(a) Particulars of Directors' service contracts**Executive Directors*

Each of Li Li and Yan Xiaolei has entered into a service contract with our Company pursuant to which they agreed to act as executive Directors for an initial fixed term of three years with effect from June 6, 2008 and August 18, 2008 respectively. Each of Zhang Baolin and Wen Yibo entered into a service contract with our Company on June 10, 2010 for an initial fixed term of three years with effect from June 10, 2010. Each of the service contracts shall be renewed and extended automatically on the same terms therein upon expiry of its term, unless either party notifies the other party by giving three months' written notice prior to the expiry of the intention not to renew the contract.

Each of our executive Directors is entitled to the respective basic salary set out below (subject to an annual review by the Board and the Remuneration Committee which is in line with the Company's annual year-end salary review exercise. Any increase in the Director's salary shall be subject to the approval of the Remuneration Committee).

In addition, each of our executive Directors, is also entitled to a discretionary variable bonus based on the Director's performance in respect of each financial year, provided the aggregate amount of the bonus payable to each of the executive Directors for any financial year of our Company shall not exceed 24 months' salary of such Director. In the event that the Director's term of employment for that financial year is less than one year, the amount of discretionary variable bonus shall be apportioned based on the actual number of days of service in the year under consideration.

The expected basic salaries of the executive Directors payable under their service contracts for the year ending December 31, 2010 are as follows:

<u>Name</u>	<u>Salary for the year ending December 31, 2010</u>
Li Li .....	RMB250,000
Yan Xiaolei .....	RMB250,000
Zhang Baolin .....	RMB250,000
Wen Yibo .....	RMB250,000

*Independent non-executive Directors*

The appointments of our independent non-executive Directors, Fu Tao, Seow Han Chiang Winston and Wong See Meng, are subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Each of Fu Tao, Seow Han Chiang Winston and Wong See Meng is expected to receive a director's fee of SGD60,000 per annum, respectively. Save for directors' fees, none of the independent non-executive Directors is

expected to receive any other remuneration for holding their office as an independent non-executive Director.

Save as aforesaid, none of the Directors has or is proposed to have a service contract with our Company or any of our subsidiaries other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

(b) *Directors remuneration*

- (i) The aggregate emoluments paid and benefits in kind granted by us to our Directors in respect of the financial year ended December 31, 2009 were approximately HK\$1.2 million.
- (ii) Under the arrangements currently in force, the aggregate emoluments (excluding discretionary bonus) payable by us to and benefits in kind receivable by the Directors (including the independent non-executive Directors in their respective capacity as Directors) for the year ending December 31, 2010 are expected to be approximately HK\$2.13 million.
- (iii) None of the Directors or any past directors of any member of our Group has been paid any sum of money for each of the three years ended December 31, 2009 (i) as an inducement to join or upon joining our Company or (ii) for loss of office as a director of any member of us or of any other office in connection with the management of the affairs of any member of us.
- (iv) There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended December 31, 2009.

(c) *Interests and short positions of Directors in the shares, underlying shares or debentures of our Company and our associated corporations*

Immediately following completion of the Introduction and taking no account of any Shares which may be allotted and issued pursuant to the conversion of the Convertible Bonds or the exercise of the options which were or may be granted under the Existing Share Option Scheme or the Share Option Scheme, the interests and short positions of our Directors or chief executives in the shares, underlying shares and debentures of our Company and our associated corporations (within the meaning of Part XV of the SFO) which will have 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 in 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 our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, once the Shares are listed on the Stock Exchange, will be as follows:

<u>Name of Director</u>	<u>Name of Group member/ associated corporation</u>	<u>Capacity/nature of interest</u>	<u>Number of Shares directly or indirectly held</u>	<u>Approximate percentage of shareholding</u>
Wen Yibo .....	The Company	Deemed interest and interest in controlled corporation <sup>(1)</sup>	701,784,000	54.4%
Wen Yibo .....	Sound Water	Deemed interest and beneficial owner <sup>(1)</sup>	701,784,000	54.4%
Wen Yibo <sup>(2)</sup> .....	Sound Water	Deemed interest and beneficial owner	205,100,000	16%

Notes:

- (1) Sound Water holds 701,784,000 Shares and is 90% owned by Mr. Wen and 10% owned by his wife, Ms. Zhang Huiming.
- (2) The percentage shareholdings are based on a total of 1,290,000,000 Shares in issue (but without taking into account any Shares which may be allotted and issued upon the conversion of the Convertible Bonds or the exercise of options which have been granted under the Existing Share Option Scheme or which may be granted under the Share Option Scheme). Pursuant to the securities lending agreement entered into between Sound Water and MSIP, MSIP may borrow up to 129,000,000 Shares from Sound Water in order to facilitate the hedging arrangements of investors in the Convertible Bonds in connection with the issue of the Convertible Bonds. For further details of the securities lending agreement, please refer to Appendix VII to this Listing Document. Pursuant to the Share Borrowing and Lending Agreement, Sound Water has agreed to lend the Bridging Dealer of an aggregate of up to 7.5% of the Shares in issue for settlement in connection with the arbitrage trades carried out by the Bridging Dealer in Hong Kong. Pursuant to the Share Sale and Purchase Agreement, the Bridging Dealer will purchase from Sound Water approximately 0.85% of the Shares in issue, and pursuant to the Share Option Agreement, the Bridging Dealer shall sell back to Sound Water the same number of Shares purchased under the Share Sale and Purchase Agreement at the same price as such Shares were purchased. Details of the Share Borrowing and Lending Agreement, the Share Sale and Purchase Agreement and the Share Option Agreement are specifically described in the section headed "Listings, Registration, Dealings and Settlement — Bridging Arrangements — Intended Arbitrage Activities during the Bridging Period" in this Listing Document.

## 10. Interest disclosable under the SFO and substantial shareholders

So far as is known to the Directors, immediately following completion of the Introduction (but without taking account of any Shares which may be allotted and issued upon the conversion of the Convertible Bonds or the exercise of the options which were or may be granted under the Existing Share Option Scheme or the Share Option Scheme), other than a Director or chief executive of our Company whose interests are disclosed under the sub-paragraph headed “Interests and short positions of Directors in the shares, underlying shares or debentures of our Company and our associated corporations” above, the following persons will have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of us:

### (i) Long position in the Shares

<u>Name of shareholder</u>	<u>Company/Name of Group member</u>	<u>Capacity/nature of interest</u>	<u>Number of Shares held</u>	<u>Approximate percentage of shareholding</u>
Sound Water <sup>(1)</sup> .....	The Company	Beneficial owner	701,784,000	54.4%
IFC .....	The Company	Beneficial owner	103,950,000	8.1%
Zhang Huiming <sup>(1)</sup> .....	The Company	Deemed interest and interest in controlled corporation <sup>(1)</sup>	701,784,000	54.4%

Note:

(1) Sound Water is 10% owned by Ms. Zhang Huiming and 90% owned by her husband, Mr. Wen.

### (ii) Short position in the Shares

<u>Name of shareholder</u>	<u>Capacity/nature of interest</u>	<u>Number and class of securities</u>	<u>Approximate percentage of shareholding</u>
Sound Water <sup>(1)(2)</sup> .....	Beneficial owner	205,100,000	16%
Wen Yibo <sup>(1)(2)</sup> .....	Interests in controlled corporation	205,100,000	16%
Zhang Huiming <sup>(1)(2)</sup> .....	Interests of spouse	205,100,000	16%

Notes:

(1) The percentage shareholdings are based on a total of 1,290,000,000 Shares in issue (but without taking account of any Shares which may be allotted and issued upon the conversion of the Convertible Bonds or the exercise of the options which were or may be granted under the Existing Share Option Scheme or the Share Option Scheme).

(2) Pursuant to the securities lending agreement entered into between Sound Water and MSIP, MSIP may borrow up to 129,000,000 Shares from Sound Water in order to facilitate the hedging arrangements of investors in the Convertible Bonds in connection with the issue of the Convertible Bonds. For further details of the securities lending agreement, please refer to Appendix VII to this Listing Document. Pursuant to the Share Borrowing and Lending Agreement, Sound Water has agreed to the Bridging Dealer of an aggregate of up to 7.5% of the Shares in issue for settlement in connection with the arbitrage trades carried out by the Bridging Dealer in Hong Kong. Pursuant to the Share Sale and Purchase Agreement, the Bridging Dealer will purchase from Sound Water approximately 0.85% of the Shares in issue, and pursuant to the Share Option Agreement, the Bridging Dealer shall sell back to Sound Water the same number of Shares purchased under the Share Sale and Purchase Agreement at the same price as such Shares were purchased. Details of the Share Borrowing and Lending Agreement, the Share Sale and Purchase Agreement and the Share Option Agreement are specifically described in the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements — Intended Arbitrage Activities during the Bridging Period” in this Listing Document.



## 11. Disclaimers

Save as disclosed in this Listing Document:

- (a) the Directors are not aware of any person (not being a Director or chief executive of our Company) who, upon Listing, will have an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will, either directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of us;
- (b) none of the Directors has any interest or short position in any of the shares, underlying shares or debentures of our Company or any associated corporations within the meaning of Part XV of the SFO, which will have 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 any of them is 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 our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, in each case once the Shares are listed;
- (c) none of the Directors nor any of the parties listed in paragraph 18 below has been interested in the promotion of, or has any direct or indirect interest in any assets which have been, within the two years immediately preceding the date of this Listing Document, acquired or disposed of by or leased to our Company or any of the subsidiaries of our Company, or are proposed to be acquired or disposed of by or leased to our Company or any other member of our Group;
- (d) none of the Directors nor any of the parties listed in paragraph 18 below is materially interested in any contract or arrangement subsisting at the date of this Listing Document which is significant in relation to our business; and
- (e) none of the parties listed in the paragraph 18 below:
  - (i) is interested legally or beneficially in any securities of any member of us; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of us.

**OTHER INFORMATION****12. Existing Share Option Scheme****Summary of Terms of the Existing Share Option Scheme**

Options granted under the Existing Share Option Scheme will remain valid after Listing but no further options may be granted under the Existing Share Option Scheme after Listing. The principal terms of the Existing Share Option Scheme, which was adopted on August 15, 2007, are substantially the same as the terms of the Share Option Scheme except that:

**(A) Participants**

Persons who are controlling shareholders (being persons who directly or indirectly have an interest of 15% of our Company's issued share capital) or their associates (has the meaning ascribed to it by the Listing Manual) shall not participate in the Existing Share Option Scheme unless their participation and the actual number of Shares to be issued to them and the terms of any options to be granted to them, have been approved by independent Shareholders of our Company in general meeting by way of a separate resolution for each such person and, in respect of each such person, a separate resolution for each of (i) his participation and (ii) the actual number of Shares to be issued to him or her and the terms of any options to be granted to him or her, unless he or she is, at the relevant time, already a Participant.

**(B) Maximum number of Shares**

The aggregate number of Shares which may be offered by way of grant of options to participants who are controlling shareholders or their associates under the Existing Share Option Scheme shall not exceed 25% of the total number of Shares available under the Existing Share Option Scheme, and the aggregate number of Shares available to each controlling shareholder or his associate shall not exceed 10% of the Shares available under the Existing Share Option Scheme, and such aggregate number of Shares which may be offered to such participants under the Existing Share Option Scheme has been approved by independent Shareholders of the Company in a separate resolution;

Paragraphs 13(C)(b)(c)(d) and (e) in the section below regarding maximum number of Shares are not applicable to the Existing Share Option Scheme.

**(C) Grant of options to connected persons and shareholders and performance conditions**

Paragraph 13(D) in the section below regarding grant of options to connected persons or shareholders and paragraph 13 (E) in this section below regarding performance conditions are not applicable to the Existing Share Option Scheme.

**(D) Time of exercise of options and duration of Share Option Scheme***(a) Time of exercise of options*

Market price options shall only be exercisable, in whole or in part (provided that an option may be exercised in part only in respect of 1,000 Shares or any multiple thereof) at any time, by a participant after the first anniversary of the offering date of that option, provided always that options shall be exercised before the fifth anniversary of the relevant offering date or such earlier date as may be determined by the committee appointed by the Board to administer the Share Option Scheme.

Discount price options shall only be exercisable, in whole or in part (provided that an Option may be exercised in part only in respect of 1,000 Shares or any multiple thereof) at any time, by a participant after the second anniversary of the offering date of that option, provided always that options shall be exercised before the fifth anniversary of the relevant offering date or such earlier date as may be determined by the committee.

*(b) Duration of the Existing Share Option Scheme*

The duration of the Share Option Scheme shall be 5 years from the date on which the Existing Share Option Scheme was adopted.

**(E) Exercise Price**

The exercise price for each Share in respect of which a market price option is exercisable shall be fixed by the committee as the price equal to the average of the last dealt price(s) for a Share, as determined by reference to the Official List or any other publication by the SGX-ST, for the last five market days immediately preceding the offering date of that option (“Market Price”). The exercise price for each Share in respect of which a discount price option is exercisable shall be determined by the committee at its absolute discretion, and fixed by the committee at a price which is set at a discount to the Market Price, provided that the maximum discount shall not exceed 20% of the Market Price (or such other percentage or amount as may be prescribed or permitted for the time being by the SGX-ST).

**(F) Lapsing provisions**

Paragraphs 13(I)(g) in the section below regarding cancellation of options is not applicable to the Existing Share Option Scheme.

**Outstanding Options Granted under the Existing Share Option Scheme**

As of the Latest Practicable Date, options to subscribe for an aggregate of 64,500,000 Shares (representing 5% of the existing issued share capital of our Company) at an exercise price of S\$0.745 per Share have been conditionally granted to 91 participants by our Company under the Existing Share Option Scheme. All the options under the Existing Share Option Scheme were granted on July 23, 2010 at a consideration of S\$1 paid by each grantee and will be valid for 5 years from the date of grant. No further options will be granted under the Existing Share Option Scheme prior to the Listing.

The exercise of the options granted under the Existing Share Option Scheme is also subject to the following conditions:

- (a) the options will be exercisable in four equal tranches, commencing one year from the date of grant and on each anniversary of the date of grant up to 2014;
- (b) the increase in net profit for each of the financial years ending December 31, 2010, 2011, 2012 and 2013 must be at least 15.0%, excluding all exceptional items in the profit and loss statement; and
- (c) the compounded growth rate for net profit, based on net profit for the financial year ended December 31, 2009, must be at least 25% for each of the financial years ending December 31, 2010, 2011, 2012 and 2013, excluding all exceptional items in the profit and loss statement.

Based on the shareholders' circular dated July 30, 2007 issued by our Company, the shareholders' share issue mandate adopted by our Shareholders at the last Annual General Meeting and our Board's approval for the grant of the 64,500,000 share options, the necessary approvals for the grant of the 64,500,000 share options have been obtained.

A full list of such grantees containing all the details in respect of each option required under Rule 17.02(1)(b) of and paragraph 27 of Part A of Appendix I to the Listing Rules is set out below:

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
<i>Directors and senior management of our Company</i>						
1	李力 (LI li)	Chief executive officer, Director	Room 4-510, Shanghai Salon, Beijing Economic Development District, Beijing, PRC	3,650,000	5.66	0.28
2	閆小雷 (YAN Xiaolei)	Deputy general manager, Director	No. 3 Shangyuan Village, Haidian District, Beijing, PRC	3,270,000	5.07	0.25
3	張寶林 (ZHANG Baolin)	Deputy general manager, Director	Room 17C-402, Da Xiong Yu Jin Xiang She, Tianbaoyuan Liuli, Beijing Economic Development District, Beijing, PRC	3,080,000	4.78	0.24
4	王凱 (WANG Kai)	Chief engineer	Room 710, Building 2, Area 6, Beijiadi Road, Fengtai District, Beijing, PRC	3,075,000	4.77	0.24

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
5	周浩 (ZHOU Hao)	Deputy general manager	16 Jiuzhong Road, Jiugong Town, Daxing District, Beijing, PRC	3,057,400	4.74	0.24
6	羅立洋 (LUO Liyang)	Deputy general manager	131 Wenfeng Road, Dongda Office, Weidu District, Xuchang City, Henan Province, PRC	3,057,400	4.74	0.24
7	馬松林 (MA Songlin)	Deputy general manager/Hi-Standard general manager	Room 109, Building 44, Guchengnan Road, Shijingshan District, Beijing, PRC	3,057,400	4.74	0.24
8	賀雲良 (HE Yunliang)	Deputy general manager	479 He Jia Du, Meijiadu Village, Gaosheng Town, Yixing City, Jiangsu Province, PRC	3,057,400	4.74	0.24
9	朱明爐 (CHOO Benglor)	Chief financial officer	44 Telok Blangah Drive #09-55, Singapore, 100044	3,057,400	4.74	0.24
<b>43.972</b>						
<i>Other senior management/deputy general managers of our directly controlled subsidiaries and mid-level management of our Company</i>						
10	楊振山 (YANG Zhenshan)	Assistant general manager	A190 Chaoyangmennei Road, Dongcheng District, Beijing, PRC	1,140,000	1.77	0.09
11	任國柱 (REN Guozhu)	Assistant general manager	#1-5, Building 5, Hongqi Community, Hongqi Road, Huinong District, Shizuishan City, Ningxia, PRC	1,330,000	2.06	0.10
12	郭永 (GUO Yong)	General manager for the northeast regional office	16-1-20 Binbei Street, Longtan District, Jilin City, Jilin Province, PRC	1,710,000	2.65	0.13
13	景玉海 (JING Yuhai)	Deputy general manager of and general manager of production department at Hi-Standard	0833 Houdian Village, Dachang Town, Dachang Hui Nationality Autonomous County, Langfang City, Hebei Province, PRC	1,140,000	1.77	0.09
14	蔡蘭麗 (CAI Lanli)	General manager of administration department	Room 802, Building 7, Xin Ke Xiang Yuan, Zhongguan Village, Haidian District, Beijing, PRC	1,330,000	2.06	0.10

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
15	張希泉 (ZHANG Xiquan)	General manager of finance department	#11-74, Shuinichang Building, Shijingshan District, Beijing, PRC	760,000	1.18	0.06
16	張宏龍 (ZHANG Honglong)	General manager of legal department	14 Jiuxianqiao Road, Chaoyang District, Beijing, PRC	532,000	0.82	0.04
17	吳繼榮 (WU Jirong)	General manager of budget department	#2-601, 25 Dong Shi Chang Xiao Qi, Team 018, Dongsheng Community, Jianhua District, Qiqihar City, Heilongjiang Province, PRC	570,000	0.88	0.04
18	劉豐 (LIU Feng)	Deputy general manager of securities department	#5, 45 Xinghua Road, Nanshi District, Baoding City, Hebei Province, PRC	532,000	0.82	0.04
19	陳長松 (CHEN Changsong)	General manager of membranes department	#2-501, Building 4, Area 6, Longtengyuan Community, Huilongguan Town, Changping District, Beijing, PRC	684,000	1.06	0.05
20	呂元春 (LV Yuanchun)	General manager of project management department	Room 2604, Building 2, Huishixin Garden, Guangcai Road, Fengtai District, Beijing, PRC	684,000	1.06	0.05
21	魏妮 (WEI Wei)	Deputy general manager of marketing department	234 Lieshan Road, Beijiao District, Suizhou City, Hubei Province, PRC	608,000	0.94	0.05
22	徐軍營 (XU Junying)	Assistant general manager and general manager of sales department at Hi-Standard	#1-202, Building 21, Area 3, Wulabo Yiqu, Dabancheng District, Urumqi, Xinjiang, PRC	608,000	0.94	0.05
23	姜安平 (JIANG Anpin)	Vice president and chief engineer of research institute	Room 1304, Building 77, Xibahe Dongli, Beijing, PRC	1,140,000	1.77	0.09
24	洪貴發 (HONG Guifa)	Marketing director	APT BLK 285D, Toh Guan Road #13-66, Singapore 604285	760,000	1.18	0.06

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
<i>Senior management of project companies</i>						
25	常興玲 (CHANG Xingling)	General manager of Hainan Baichuan	277 Nanliangshi Hutong, Heishan Town, Heishan County, Liaoning Province, PRC	456,000	0.71	0.04
26	刁洪濤 (DIAO Hongtao)	General manager of Anyang Mingbo	Building 17, 141 Jiaozhouxi Road, Jiaozhou City, Shandong Province, PRC	456,000	0.71	0.04
27	吳 忌 (WU Ji)	General manager of Fushun Qingxi	27 Yongchang Road, Chaoyang District, Changchun City, Jilin Province, PRC	380,000	0.59	0.03
28	周克權 (ZHOU Kequan)	General manager of Jiangyan Jiangyuan	Room 103, Building 7, Dayangxin Village, Tinghu District, Yancheng City, Jiangsu Province, PRC	380,000	0.59	0.03
29	周根華 (ZHOU Genhua)	General manager of Guangxi Liqing	118 Nanjingdong Road, Hi-tech Development District, Nanchang City, Jiangxi Province, PRC	228,000	0.35	0.02
30	李強 (LI Qiang)	Deputy general manager of Hainan Baichuan	#73-6, Jingzhou Street, Xiangcheng District, Xiangfan City, Hubei Province, PRC	228,000	0.35	0.02
31	劉偉 (LIU Wei)	Deputy general manager of Yantai Bihai	#005 Liumiao Village, Chenji Town, Dingtao County, Shandong Province, PRC	190,000	0.29	0.01
32	魏紅霞 (WEI Hongxia)	Deputy general manager of Yulin Jingzhou	30 Gongjiapingnan Road, Qilihe District, Lanzhou City, Gansu Province, PRC	190,000	0.29	0.01
33	豐保安 (FENG Baoan)	General manager of Xi'an Qinqing	#5-10, 45 Xianlaixi Road, Yushui District, Xinyu City, Jiangxi Province, PRC	152,000	0.24	0.01
34	李光炯 (LI Guangjiong)	General manager of Xi'an Huqing	1346 Duanjiatan Road, Chengguan District, Lanzhou City, Gansu Province, PRC	152,000	0.24	0.01

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
35	王家祥 (WANG Jiaxiang)	General manager of Xi'an Weijing	#4-202, Building 22, Wangshe Railway Community, Wangshe Road, Zhangdian District, Zibo City, Shandong Province, PRC	114,000	0.18	0.01
36	雲長德 (YUN Changde)	General manager of Shangluo	Room 11, 507 Bayi Road, Hexibao Town, Yongchang County, Gansu Province, PRC	114,000	0.18	0.01
37	趙克征 (ZHAO Kezheng)	General manager of Hancheng Yiqing	Room 2-354, 49 Qingnian Street, Linghai City, Liaoning Province, PRC	76,000	0.12	0.01
<i>Key personnel, mid-level management of directly controlled subsidiaries</i>						
38	Lokanathan S/O Ganeshan	Project manager	18 Peakville Avenue, Singapore 487787	570,000	0.88	0.04
39	楊朝凱 (YANG Chaokai Mike)	Project manager	APT BLK 736, Woodlands Circle #02-515, Singapore 730736	494,000	0.77	0.04
40	蔡麗玲 (CHUA Leeleng)	Manager of finance department	Block 4B, Boon Tiong Road #13-25, Singapore 165004	456,000	0.71	0.04
41	趙波 (ZHAO Bo)	Director of technical and business department	33-1-1 Yishan Road, Fengman District, Jilin City, Jilin Province, PRC	570,000	0.88	0.04
42	鄭梅 (ZHENG Mei)	Director of technical and business department	#3-502, Building 13, Dongjun Zhuang, Chaoyang District, Beijing, PRC	380,000	0.59	0.03
43	許建祥 (XU Jiangxiang)	Vice president of electrical engineering design research institute/director of electrical engineering department	Room 452, Building 5, Area 1, Kuangji Road, Chengguan Street, Fangshan District, Beijing, PRC	760,000	1.18	0.06



No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
44	張占民 (ZHANG Zhangming)	Vice president of civil engineering design and research institute/ director of building architecture department	#2-402, Building 5, Area 5, Ximachang Road, Fengtai District, Beijing, PRC	608,000	0.94	0.05
45	張春燕 (ZHANG Chunyan)	Director of the second technology department at research and design institute	#2-802, Building 28, Jinbang Garden, Xisanqi, Dewai Road, Beijing, PRC	608,000	0.94	0.05
46	杜聯盟 (DU Lianmeng)	Director of the first technology department at research and design institute	#2-401, Building 12, Yingfengxinghua Xili, Yanshan, Fangshan District, Beijing, PRC	608,000	0.94	0.05
47	楊晨 (YANG Chen)	Director of the third technology department at research and design institute	Room 1307, Building 8, Muxiyuan, Fengtai District, Beijing, PRC	570,000	0.88	0.04
48	楊秀娜 (YANG Xiuna)	Vice chief engineer of the technology department at research and design institute	#1-1901, Huayue Building, Zijinshan Road, Hexi District, Tianjin, PRC	608,000	0.94	0.05
49	高士廣 (GAO Shiguang)	Chief engineer of the building architecture department at research and design institute	#1-803, Huayue Building, Zijinshan Road, Hexi District, Tianjin, PRC	570,000	0.88	0.04
50	曾玲 (ZENG Ling)	Chief engineer of project management department	1 Shengli Street, Xiangcheng District, Xiangfan City, Hubei Province, PRC	570,000	0.88	0.04
51	沈正恒 (SHENG Zhengheng)	Assistant to General Manager of Hi-Standard; Manager of Project Management Department of Hi-Standard	E12A502, Yiyangshanshuiju Dongqu, Taizhouwu, Haidian District, Beijing, PRC	570,000	0.88	0.04

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
52	才建成 (CAI Jiancheng)	General Engineer of Hi-Standard; Manager of Technique R&D Department of Hi-Standard	#4-102, Building 34, Heyingli, Lubei District, Tangshan City, Hebei Province, PRC	532,000	0.82	0.04
53	李昭青 (LI Zhaoqing)	Manager of Project Service Department of Hi-Standard	#7-401, Building 101, Xiangfengli Building, Lubei District, Tangshan City, Hebei Province, PRC	456,000	0.71	0.04
54	張立平 (ZHANG Liping)	Manager of General Management Department of Hi-Standard	13 Dapaozi, Nanyuan, Fengtai District, Beijing, PRC	380,000	0.59	0.03
55	張金嶺 (ZHANG Jinling)	Manager of Technology and Quality Department of Hi-Standard	#2-202, Building 16, Gangbei Building, Gangyao Road, Lubei District, Tangshan City, Hebei Province, PRC	304,000	0.47	0.02
56	王春磊 (WANG Chunlei)	Manager of Financial Department of Hi-Standard	#1, 157 Dingfu Zhuang, Sanjianfang Village, Chaoyang District, Beijing, PRC	266,000	0.41	0.02
57	何國剛 (HE Guogang)	Technique supporting engineer	11 Gaoxinkaiqi Alley, Xiaodian District, Taiyuan City, Shanxi Province, PRC	380,000	0.59	0.03
58	王建泰 (WANG Jiantai)	Technique supporting engineer	8 Nanling Community, Beili Village, Dongshangguan Town, Fuping County, Shaanxi Province, PRC	380,000	0.59	0.03
59	吳迪 (WU Di)	Technique supporting engineer	#2-603, Building 6, Sanxing Garden, Majiabaodong Road, Fengtai District, Beijing, PRC	380,000	0.59	0.03
60	趙明祿 (ZHAO Minglu)	Design engineer	Team 15, Taipingwei, Wenchun Town, Xi'an District, Mudanjiang City, Heilongjiang Province, PRC	380,000	0.59	0.03
61	肖國仕 (XIAO Guoshi)	Design engineer	18 Fuxue Road, Changping District, Beijing, PRC	380,000	0.59	0.03

## APPENDIX VI

## GENERAL INFORMATION

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
62	林虹 (LI Hong)	Design engineer	Room 1406, Building 4, Area 38, Huayuanbei Road, Haidian District, Beijing, PRC	304,000	0.47	0.02
63	褚敬松 (CHU Jingsong)	Design engineer	19 Funan Road, Luyang District, Hefei City, Anhui Province, PRC	304,000	0.47	0.02
64	田芳 (TIAN Fang)	Design engineer	#1-602, Building A17, Qingxin Garden, Jiugong Town, Daxing District, Beijing, PRC	304,000	0.47	0.02
65	劉金泉 (LIU Jinquan)	R&D engineer	#2-204, Building 16, Xiluoyuan Nanli, Fengtai District, Beijing, PRC	380,000	0.59	0.03
66	李宗惠 (LI Zonghui)	R&D engineer	#2-401, Building 2, Area 4, Sifangjing Garden, Fang Zhuang Qiao Nan, Fengtai District, Beijing, PRC	342,000	0.53	0.03
67	屈佳玉 (QU Jiayu)	R&D engineer	74 Xuefu Road, Nangang District, Harbin City, Heilongjiang Province, PRC	304,000	0.47	0.02
68	孫麗波 (SUN Libo)	R&D lab supervisor	Room 622, Building 6, Qunfang Garden, Liyuan Town, Tongzhou District, Beijing, PRC	304,000	0.47	0.02
69	溫秀芹 (WEN Xiuqin)	Technique supporting engineer of Sales Center of Hi-Standard	4 Zhihui Road, Dongcheng District, Beijing, PRC	114,000	0.18	0.01
70	王慧 (WANG Hui)	member of Financial Department	Room 2201, Building 204, Zhuxin Garden, Chaoyangbei Road, Chaoyang District, Beijing, PRC	304,000	0.47	0.02
71	余方林 (YU Fanglin)	Supervisor of Financial Department	9 Jingwen Road, Haigang District, Qinhuangdao City, Hebei Province, PRC	380,000	0.59	0.03

## APPENDIX VI

## GENERAL INFORMATION

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
72	孫琳 (SUN Lin)	Supervisor of General Management Department	Room 32, Building 8, Shuinichang Building, Shijingshan District, Beijing, PRC	228,000	0.35	0.02
73	王培 (WANG Pei)	Supervisor of General Management Department of Hi-Standard	#1-401, Building 10, Xiaokang Garden, Xiaoyangfang, Yizhuang, Daxing District, Beijing, PRC	190,000	0.29	0.01
74	周穎 (ZHOU Ying)	Supervisor of Project Management Department	Room 401, Building 3, Area 3, Fangcheng Garden, Fengtai District, Beijing, PRC	380,000	0.59	0.03
75	趙景峰 (ZHAO Jingfeng)	Supervisor of Project Management Department	#102, 465 Yanerwan Road, Chengguan District, Lanzhou City, Gansu Province, PRC	304,000	0.47	0.02
76	趙培琳 (ZHAO Peilin)	Supervisor of Budget Department	147 Shizi Road, Nangang District, Harbin City, Heilongjiang Province, PRC	228,000	0.35	0.02
77	蔣同磊 (JIANG Tonglei)	Supervisor of Budget Department	47 Dongfang Street, Laishan District, Yantai City, Shandong Province, PRC	228,000	0.35	0.02
78	孫西娥 (SUN Xi'e)	Supervisor of Budget Department	Room 2201, Building 6, Yongshanli Community, Fengtai District, Beijing, PRC	228,000	0.35	0.02
79	陳衍茂 (CHEN Yanmao)	Supervisor of Project Management Department	1 Hebianchang Dongqu, Lishi Town, Zhenjiang District, Shaoguan City, Guangdong Province, PRC	304,000	0.47	0.02
80	趙正星 (ZHAO Zhengxing)	Supervisor of Project Management Department	#25 Shanshan Cunminzu, Xinmiao Village, Baitian Town, Xiangxiang City, Hunan Province, PRC	266,000	0.41	0.02

No.	Name of grantee	Title	Address	Number of Shares to be issued subject to the option	Approximate percentage of total options granted under the Existing Share Option Scheme	Approximate percentage of the existing issued share capital of our Company upon full exercise of the option
81	胡仁全 (HU Renquan)	Project manager	#2-408, Building 1, 46 West End of Jianmen Road, Fucheng District, Mianyang City, Sichuan Province, PRC	266,000	0.41	0.02
82	齊建革 (QI Jiange)	Project manager	Room 312, Building 16, Suidian Siju, Huayangzhong Road, Zhuozhou City, Hebei Province, PRC	266,000	0.41	0.02
83	陸恩春 (LU Enchun)	Project manager	#1-201, Building 35, Tuanjie Community, Renmin Road, Fengrun District, Tangshan City, Hebei Province, PRC	228,000	0.35	0.02
84	段興利 (DUAN Xingli)	Project manager	9 Hudemulin Street, Qingshan District, Baotou City, Inner Mongolia, PRC	228,000	0.35	0.02
85	趙汝衛 (ZHAO Ruwei)	Project manager	#2-10, Jianhai Alley, Xilin Road, Yakeshi City, Inner Mongolia, PRC	190,000	0.29	0.01
86	吳松 (WU Song)	Project manager	86 Renjia Village, Qilihe District, Lanzhou City, Gansu Province, PRC	190,000	0.29	0.01
87	葛亞雄 (GE Yaxiong)	Project manager	Team 2, Xujia Village, Maishi Town, Tongcheng County, Hubei Province, PRC	190,000	0.29	0.01
88	段修國 (DUAN Xiuguo)	Project manager	18 Xiangshan Road Two, Dongbao District, Jingmen City, Hubei Province, PRC	190,000	0.29	0.01
89	陸秀永 (LU Xiuyong)	Project manager	7 Baohe Road, Guixi Town, Dianjiang County, Chongqing City, PRC	190,000	0.29	0.01
90	王偉東 (WANG Weidong)	Supervisor of Manufacture Department of Hi-Standard	#3-601, Building 3, 87 Yongshun West Street, Yongshun Town, Tongzhou District, Beijing, PRC	152,000	0.24	0.01

<u>No.</u>	<u>Name of grantee</u>	<u>Title</u>	<u>Address</u>	<u>Number of Shares to be issued subject to the option</u>	<u>Approximate percentage of total options granted under the Existing Share Option Scheme</u>	<u>Approximate percentage of the existing issued share capital of our Company upon full exercise of the option</u>
91	劉欣濤 (LIU Xintao)	Supervisor of Marketing Department	#5-602, Building 3, Taixinyuan Community, Baoshengli, Qinghe, Haidian District, Beijing, PRC	228,000	0.35	0.02
		<b>Total</b>		<b>64,500,000</b>	<b>100.00</b>	<b>5.00</b>

As of the Latest Practicable Date, we have granted 64,500,000 options under our Existing Share Option Scheme. Such options, if exercised in full, represent approximately 5% of the existing issued share capital of our Company and 4.76% of the enlarged issued share capital of our Company after the issue of Shares upon the exercise of such options (without taking into account any Shares which may be allotted and issued upon exercise of the options which may be granted under the Share Option Scheme or upon conversion of the Convertible Bonds). Such issuance of Shares will result in the dilution to the percentage of ownership of the Shareholders, and may affect the earnings per Share and the net asset value per Share. As at the Latest Practicable Date, none of the options under the Existing Share Option Scheme had been exercised by the grantees.

### 13. Share Option Scheme

The following is a summary of the principal terms of the Share Option Scheme approved and adopted by our Shareholders at the extraordinary general meeting of our Company held on April 30, 2010. We have not granted any share options pursuant to the Share Option Scheme as of the Latest Practicable Date.

#### (A) Purpose

The purpose of the Share Option Scheme is to provide an opportunity for employees and directors (including non-executive and independent directors) of our Group to participate in the equity of our Company so as to motivate them to greater dedication and higher standards of performance, and to give recognition to past contribution and services.

#### (B) Participants

The remuneration committee of our Company, duly authorized and appointed by the Board to administer the Share Option Scheme (the “Committee”) may grant options to employees of our Group who are:

- (a) confirmed full-time employees of our Company and/or our subsidiaries who have attained the age of 21 years on or before the date on which an option is granted (provided that such persons are not undischarged bankrupts and have not entered into a composition with their respective creditors at the relevant time);
- (b) directors of our Group who perform an executive function; and
- (c) non-executive directors (including independent directors) of our Group.

**(C) Maximum number of Shares***(a) 15% limit*

The aggregate number of Shares in respect of which options may be granted on any date, when added to the number of Shares issued and issuable in respect of all options granted under the Share Option Scheme, shall not exceed 15% of the issued Shares of our Company on the date preceding the grant of an option.

*(b) 10% limit*

Subject to the 15% limit under paragraph C(a) above and paragraphs C(c) and C(d) below, the total number of Shares which may be issued upon exercise of all options (excluding options which have lapsed in accordance with the terms of the Share Option Scheme and any other schemes) to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the Shares in issue as of the Listing Date.

*(c) Refreshing the 10% limit*

The Committee may “refresh” the 10% limit under paragraph C(b) above at any time subject to prior Shareholder approval in general meeting. However, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options to be granted under any other scheme under the limit as “refreshed” shall not exceed 10% of the Shares of our Company in issue at the date on which shareholders approve the “refreshed” limit (where applicable). Options previously granted under the Share Option Scheme and any other scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the relevant scheme, or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”.

*(d) Exceeding the 10% limit*

The Committee may grant options to any participant(s) specifically identified by it which would cause the 10% limit under paragraph C(b) above (including, for the avoidance of doubt, any such limit as “refreshed” under paragraph C(c) above) to be exceeded, but only with the prior approval of the Shareholders in general meeting, and subject always to the 15% limit under paragraph C(a) above and the Individual Limit (as defined in paragraph C(e) below).

*(e) Individual limit*

The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue at the date of grant of the option (“**Individual**

**Limit**”). Any further grants of options to a participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to that participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be subject to prior approval of the Shareholders in general meeting with such participant and his associates (as defined in the Listing Rules) abstaining from voting.

#### **(D) Grant of options to connected persons or shareholders**

Each grant of options to a director (including an independent non-executive director) of any member of our Group, chief executive or substantial shareholder (as defined in the Listing Rules) of our Company, or any of their respective associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee of the options).

Where any grant of options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such grant of options must be approved by the Shareholders in general meeting. Any Shareholder who is a connected person of our Company must abstain from voting in favor of the resolution to approve such grant of options.

#### **(E) Performance conditions**

Unless the Committee otherwise determines (on a case-by-case basis) and specifies in the offer of grant of an option to a grantee, a grantee is not required to achieve any performance conditions or targets before the grantee's options can be exercised.

#### **(F) Time of exercise of options and duration of Share Option Scheme**

##### *(a) Time of exercise of options*

Subject to any conditions including performance targets that must be achieved before the options can be exercised as may be introduced by the Committee from time to time, each option shall be exercisable, in whole or in part (provided that an option may be exercised in part only in respect of 1,000 Shares or any multiple thereof) at any time, by a participant after the first anniversary of the date of grant of that option, Provided Always that options



shall be exercised before the fifth anniversary of the relevant date of grant or such earlier date as may be determined by the Committee.

*(b) Duration of the Share Option Scheme*

The duration of the Share Option Scheme shall be 10 years from the date on which the Share Option Scheme comes into effect.

**(G) Exercise price and payment on grant**

*(a) Exercise price*

The exercise price for the Shares under the Share Option Scheme shall be the price determined by the Committee and notified to the option holder which shall not be less than the higher of:

- (i) the average closing price of the Shares for the five business days immediately preceding the date of grant of the option as stated in the Stock Exchange's daily quotation sheets; and
- (ii) the closing price of the Shares as stated on the Stock Exchange's daily quotations sheet of the Shares on the date of grant of the option.

*(b) Payment on grant*

Participants are required to pay S\$1.00 as consideration for the acceptance of an option granted to them.

**(H) Rights attaching to the Shares**

*(a) Dividends and voting rights*

No dividends (including distributions made upon the liquidation of our Company) will be payable and no voting rights will be exercisable in relation to an option that has not been exercised. Shares issued on the exercise of an option will rank equally in all respects with the Shares in issue on the date of issue. They will not rank for any rights attaching to Shares by reference to a record date preceding the date of issue.

*(b) Restrictions on transfer*

An option shall be personal to the participant to whom it is granted and shall not be transferred (other than to a participant's personal representative on the death of that participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Committee.

**(I) Lapsing provisions***(a) Immediate lapse*

- (i) If a grant of an option is not accepted within 30 days of the grant of an option, such offer shall automatically lapse and become null and void and of no effect.
- (ii) Options not exercised after the fifth anniversary of the relevant date of grant or such earlier date as may be determined by the Committee shall immediately lapse and become null and void and a participant shall have no claim against our Company.
- (iii) An option shall, to the extent unexercised, immediately lapse without any claim against our Company:
  - (I) upon the participant ceasing to be in the full-time employment of our Group for any reason whatsoever, save for by reason of his ill health, injury or disability, redundancy, retirement before the legal retirement age with the consent of the Committee, or retirement for any other reason approved in writing by the Committee, or by reason of a subsidiary of our Company by which he is principally employed ceasing to be a company within our Group or the undertaking or part of the undertaking of such subsidiary being transferred otherwise than to another company within our Group; or
  - (II) upon the bankruptcy of the participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of such option; or
  - (III) in the event of any misconduct on the part of the participant as determined in the Committee's absolute discretion; or
  - (IV) in the event that the Committee shall, at its discretion, deem it appropriate that such option granted to a participant shall so lapse on the grounds that any of the objectives of the Share Option Scheme have not been met.

*(b) Illegality*

In the event that a grant of an option results in a contravention of any applicable law or regulation, such grant shall be null and void and of no effect and the relevant participant shall have no claim whatsoever against our Company.

*(c) Death*

If a participant dies and at the date of his death holds any unexercised option, such option may be exercised by the duly appointed personal representatives of the participant within such period after his death as may be determined by the Committee in its absolute discretion, and upon the expiration of such period, the option shall lapse.

(d) *Takeover*

In the event of a takeover of our Company, a participant shall be entitled to exercise his unexercised options commencing on the date on which such offer of takeover is made, or the date on which such offer becomes unconditional, and ending on the earlier of (i) the expiry of six months thereafter (or such other extended expiry date as approved by the Committee, the offeror and the SGX-ST or the Stock Exchange); or (ii) the expiry of the period for the exercise of an option. Any option not exercised after such period shall lapse and become null and void.

(e) *Compromise or arrangement*

If the court sanctions a compromise or arrangement proposed for the purposes of a scheme for the reconstruction of our Company or our amalgamation with another company or companies, each participant shall be entitled to exercise any option then held by him during the period commencing on the date upon which the compromise or arrangement is sanctioned by the court and ending either on the expiry of 60 days thereafter or the date upon which the compromise or arrangement becomes effective, whichever is later, whereupon the Option shall lapse and become null and void.

(f) *Winding-up*

If an order is made for the winding up of our Company on the basis of our insolvency, all options, to the extent unexercised, shall lapse and become null and void. In the event of a members' voluntary winding up (other than for amalgamation or reconstruction), the participants shall be entitled, within 30 days of the passing of the resolution of such winding up, to exercise any unexercised option, after which such unexercised option shall lapse and become null and void.

(g) *Cancellation of options*

Subject to the consent of the relevant participant, the Board may at its absolute discretion cancel any option granted but not exercised. Where our Company cancels options and offers new options to the same participant, the issue of such new options may only be made under this Scheme with available unissued options (excluding the cancelled options) within the limit approved under paragraph (C) above.

**(J) Adjustments**

If a variation in the issued ordinary share capital of our Company (whether by way of a capitalization of profits or reserves or rights issue, reductions, subdivision, consolidation or distribution) shall take place:

- (a) the exercise price for our Shares, class and/or number of Shares comprised in an option to the extent unexercised; and/or
- (b) the class over which additional options may be granted under the Share Option Scheme; and/or
- (c) the maximum entitlement in any one financial year;

shall be adjusted by the Committee to give each participant the same proportion of the equity capital of our Company as that to which he was previously entitled, Provided Always that any adjustment shall be made in such manner that a participant will not receive a benefit that Shareholders do not receive.

**(K) Amendments to the Share Option Scheme**

The Committee may amend any of the provisions of the Share Option Scheme, except that:

- (a) no modification or alteration shall alter adversely the rights attaching to any option granted prior to such modification or alteration except with the consent in writing of such number of participants who, if they exercised their options in full, would thereby become entitled to not less than 75% of the aggregate number of all the Shares which would fall to be allotted upon exercise in full of all outstanding options;
- (b) the definitions of “Group”, “Group Employee”, “Associated Company”, “Associated Company Employee”, “Controlling Shareholder”, “Participant”, “Committee”, “Option Period” and “Exercise Price” and the provisions relating to eligibility, limitations under the Share Option Scheme, offering date, acceptance of options, exercise price, rights of exercise options, exercise of options, variation of capital, administration of the Share Option Scheme and modifications to the Share Option Scheme shall not be altered to the advantage of participants except with the prior approval of our Shareholders in general meeting; and
- (c) (if required) no modification or alteration shall be made without the prior approval of the SGX-ST, or any other stock exchange on which our Shares are quoted or listed, and such other regulatory authorities as may be necessary.

Provided always that the Committee may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST, or any other stock exchange on which our Shares are quoted or listed) amend or alter the Share Option Scheme in any way to the extent necessary to cause the Share Option Scheme to comply with any statutory provision or the regulations of any regulatory or other relevant authority or body (including the SGX-ST, or any other stock exchange on which our Shares are quoted or listed).

**(L) Termination**

The Share Option Scheme may be terminated at any time by the Committee or by resolution of the Company in general meeting subject to all relevant approvals which may be required. Once terminated, no further Options shall be offered by the Company. The termination of the Share Option Scheme shall not affect options which have been granted and accepted, whether such options have been exercised (whether fully or partially) or not. No options had been granted under the Share Option Scheme as of the Latest Practicable Date.

**14. Indemnity**

The Controlling Shareholders (the “Indemnifiers”) have entered into a deed of indemnity with and in favor of our Company (for ourselves and as trustee for each of our subsidiaries) (being the material contract (k) referred to in paragraph 6 above), which takes effect only from the Listing Date, to provide indemnities on a joint and several basis, in respect of, among other matters:

- (a) any liability for Hong Kong estate duty which might be incurred by any member of us by reason of any transfer of property (within the meaning of sections 35 and 43 of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong) or the equivalent thereof under the laws of any jurisdiction outside Hong Kong) to any member of us at any time on or before the Listing Date whether alone or in conjunction with any other circumstances whenever occurring and whether or not the tax liabilities are chargeable against or attributable to any other person, firm, company or corporation;
- (b) tax liabilities (including all reasonable fines, penalties, costs, charges, expenses and interest relation to taxation) which might be payable by any member of us in respect of any income, profits, gains, transactions, events, matters or things earned, accrued, received, entered into or occurring, or deemed to have been earned, accrued, received, entered into or occurring on or before the Listing Date;
- (c) any claims, damages, losses, costs, expenses and liabilities which any member of our Group may suffer or incur arising out of or in connection with any breach or alleged breach or non-compliance or alleged non-compliance of any contracts or applicable laws, rules or regulations by the BSE Group or any other entities controlled by Mr. Wen;
- (d) the Company’s lack of necessary licenses, certificates or permits, failure or delay in or inadequate payment of fees or other contributions in accordance with applicable laws and regulations relating to the businesses and operations of the Company and/or its subsidiaries on or before the Listing Date including, without limitation, the Group’s contributions to housing provident funds and social security funds in the PRC; and
- (e) any breach or alleged breach or any non-compliance or alleged non-compliance by any members of the Group of any contracts or with any applicable laws and regulations on or before the Listing Date, including, without limitation, any failure on the part of the Company to provide any performance bond to its customers in respect of any of its BOT projects and the shareholders’ agreement entered into with, among other parties, the IFC dated July 20, 2006.

The Indemnifiers are under no liability under the deed of indemnity in respect of any taxation:

- (a) to the extent that provision or reserve has been made for such taxation in the audited accounts of any member of our Group for any accounting period up to March 31, 2009;
- (b) to the extent that such taxation liabilities or claim falling on any members of our Group in respect of any accounting period commencing on April 1, 2010 and ending on the Listing Date, where such taxation or liability would not have arisen but for some act or omission of, or transaction voluntarily entered into by any member of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) without the prior written consent or agreement of the Indemnifiers, otherwise than any such act, omission or transaction:
  - (i) carried out or effected in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after April 1, 2010; and
  - (ii) carried out, made or entered into pursuant to a legally binding commitment created on or before April 1, 2010 or pursuant to any statement of intention made in this Listing Document; or
- (c) to the extent that such taxation liabilities or claim arise or are incurred as a result of the imposition of taxation as a consequence of any retrospective change in the law, rules and regulations or the interpretation or practice thereof by the Hong Kong Inland Revenue Department or the taxation authority of the PRC, or any other relevant authority (whether in Hong Kong or the PRC or any other part of the world) coming into force after the date of the deed of indemnity or to the extent such claim arises or is increased by an increase in rates of taxation or claim after the date of the deed of indemnity with retrospective effect; or
- (d) to the extent that any provision or reserve made for taxation in the audited accounts of any member of our Group up to March 31, 2009 which is finally established to be an over-provision or an excessive reserve in which case the Indemnifiers liability (if any) in respect of taxation shall be reduced by an amount not exceeding such provision or reserve, provided that the amount of any such provision or reserve applied referred to in this paragraph to reduce the Indemnifiers' liability in respect of taxation shall not be available in respect of any such liability arising thereafter.

## 15. Litigation

As at the Latest Practicable Date, neither our Company nor any of our subsidiaries is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against our Company or any of our subsidiaries, that would have a material adverse effect on the results of operations or financial condition of our Company.

## 16. Preliminary expenses

The preliminary expenses of our Company are estimated to be approximately HK\$2,170 and are payable by our Company.

## 17. Sponsor

Affiliates of the Sponsor have business relationships with our Company and/or our Controlling Shareholders in connection with Mr. Wen's private investments and the issue of the Convertible Bonds, namely:

- Sound Water has entered into a share charge of 40,000,000 Shares, representing approximately 3.1% of the existing issued share capital of the Company (without taking into account any Shares which may be issued upon the conversion of the Convertible Bonds or the exercise of options which were granted pursuant to the Existing Share Option Scheme or which may be granted under the Share Option Scheme), and any other Shares that may from time to time be deposited in the margin trading account, in favour of certain Morgan Stanley entities in respect of a margin securities account held with Morgan Stanley's private wealth management function for the purposes of Mr. Wen's private investments, details of which are set out in the paragraph headed "Future sale or issuance of a substantial amount of Shares in the public market could materially and adversely affect the prevailing market price of our Shares" in the section headed "Risk Factors" of this Listing Document;
- Morgan Stanley Asia (Singapore) Pte. was appointed as sole bookrunner, lead manager and underwriter for our Company in its issue of the Convertible Bonds with an aggregate principal amount of RMB885 million, including an upsize option of RMB205 million Convertible Bonds which was exercised by Morgan Stanley Asia (Singapore) Pte. on September 6, 2010; and
- in connection with the issue of the Convertible Bonds, in order to facilitate the hedging arrangements of investors in the Convertible Bonds, Sound Water and Morgan Stanley & Co. International plc ("MSIP") entered into a securities lending agreement, pursuant to which Sound Water has agreed to lend MSIP up to an aggregate of 129 million Shares, of which 77.4 million Shares may be returned by MSIP to Sound Water at any time and the remaining Shares may only be returned by MSIP to Sound Water upon the terms and subject to the conditions under the agreement.

Such affiliates of the Sponsor expect to receive customary service charges, underwriting commission and other arrangement and advisors fees in respect of their roles for the provision of margin financing to Mr. Wen and as lead manager and underwriter for the issue of the Convertible Bonds. Under the securities and lending agreement in connection with the issue of the Convertible Bonds, a borrowing fee will be payable by MSIP to Sound Water each time the loaned Shares are returned to Sound Water. Any dividends received in respect of the loaned Shares will also be paid to Sound Water. Details of the Convertible Bonds are set out in Appendix VII to this Listing Document.

In addition to the above, the Sponsor and/or its affiliates have been requested to assist in facilitating an orderly market in our Shares following the Listing. The role of the Sponsor and/or its affiliates as bridging dealer is further described in the paragraph headed “Bridging Arrangements” in the section headed “Listings, Registration, Dealings and Settlement” of this Listing Document.

The interest of the Morgan Stanley entities in the Shares under the aforementioned share charge is not more than 5% of the issued share capital of the Company, which is below the 5% threshold set out in Rule 3A.07(1). The issue of the Convertible Bonds is not conditional on the Introduction, and Morgan Stanley Asia (Singapore) Pte.’s role as lead manager and underwriter in the issue of the Convertible Bonds would not, and would not reasonably be considered to affect the Sponsor’s independence in performing its duties as set out in Chapter 3A of the Listing Rules. In addition, the securities lending arrangement is an ancillary part of the issue of the Convertible Bonds and is entered into for the purposes of facilitating the hedging activities of investors in the Convertible Bonds. In view of the above, the aforementioned business relationships of the Sponsor and its affiliates with our Company and/or our Controlling Shareholders would not, and would not be reasonably considered to affect the Sponsor’s independence in performing its duties as set out in Chapter 3A of the Listing Rules. Notwithstanding such business relationships, the Sponsor is and expects to continue to be independent from our Company for the purposes of Rule 3A.07 of the Listing Rules.

#### 18. Application for listing of Shares

Morgan Stanley has 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, the Shares in issue and any Shares which may be issued upon the exercise of the options granted under the Existing Share Option Scheme or the Share Option Scheme or upon the conversion of the Convertible Bonds on the Stock Exchange. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

#### 19. Qualifications of experts

The qualifications of the experts who have given opinions and/or whose names are included in this Listing Document are as follows:

Name	Qualification
Morgan Stanley Asia Limited	Licensed to conduct Type 1 (Dealing in Securities), Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts), Type 6 (Advising on Corporate Finance), Type 7 (Providing Automated Trading Services) and Type 9 (Asset Management) regulated activities under the SFO, acting as the sponsor of the Listing
Deloitte Touche Tohmatsu	Certified public accountants
Commerce & Finance Law Offices	PRC legal advisers
Jones Lang LaSalle Sallmanns Limited	Certified professional surveyors and valuers



## 20. Consents of experts

Each of Morgan Stanley Asia Limited, Deloitte Touche Tohmatsu, Commerce & Finance Law Offices and Jones Lang LaSalle Sallmanns Limited has given and has not withdrawn its written consent to the issue of this Listing Document with copies of its reports, valuation, letters or opinions (as the case may be) and the references to its names or summaries of opinions included herein in the form and context in which they respectively appear.

## 21. Promoters

- (a) Our Company does not have any promoter for the purposes of the Listing Rules.
- (b) Within the two years preceding the date of this Listing Document, no amount or benefit has been paid or given to any promoters of our Company in connection with the related transactions described in this Listing Document.

## 22. Taxation of holders of Shares

### (a) *Hong Kong*

Dealings in Shares registered on our Hong Kong Branch Register will be subject to Hong Kong stamp duty. The sale, purchase and transfer of Shares are subject to Hong Kong stamp duty, the current rate of which is 0.2% of the consideration or, if higher, the value of the Shares being sold or transferred.

Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

### (b) *Singapore*

The following is a summary of certain Singapore income tax, stamp duty, estate duty and goods and services tax consequences of purchasing, holding or disposal of our Shares. This summary is based on current tax laws in Singapore and is subject to changes in such laws, or in the interpretation thereof.

## Income Tax

### *Corporate Income Tax*

A company is tax resident in Singapore if the control and management of its business is exercised in Singapore.

Corporate taxpayers who are Singapore tax residents are subject to Singapore income tax on income accruing in or derived from Singapore and, subject to certain exceptions, on foreign-sourced income received or deemed to be received in Singapore. Tax exemption will be granted to a Singapore-

resident company on its foreign-sourced dividend, foreign branch profits or foreign-sourced service income received in Singapore on or after June 1, 2003 provided that the following qualifying conditions are met:

- (a) the highest corporate tax rate (headline tax rate) of the foreign country from which income is received from is at least 15% in the year the income is received;
- (b) the foreign income had been subjected to tax in the foreign country from which they were received; and
- (c) the Comptroller of Income Tax (the “**Comptroller**”) is satisfied that the tax exemption would be beneficial to the company.

Pursuant to a tax concession granted with effect from July 30, 2004, the above exemption has been extended to specified foreign income which is exempted from tax of a similar character to income tax in the foreign jurisdiction as a result of a tax incentive granted by that foreign jurisdiction for carrying out substantive business activities therein, provided that the conditions in (a) and (c) above are also met.

If the foreign-sourced dividend income received by our Company does not qualify for the above tax exemption, it would generally be subject to Singapore income tax, after setting off attributable deductible expenses (if any), at the prevailing corporate tax rate. However, as a Singapore tax resident, our Company may be able to claim a credit for foreign tax suffered either unilaterally under Singapore domestic tax law or pursuant to a relevant double tax treaty such as the treaty with the PRC. The amount of foreign tax credit granted is generally restricted to the lower of Singapore tax payable on the foreign income after the deduction of attributable expenses and the foreign tax suffered on the same income.

Non-resident corporate taxpayers, with certain exceptions, are subject to Singapore income tax on income accruing in or derived from Singapore, and on foreign-sourced income received or deemed to be received in Singapore.

The corporate tax rate in Singapore is 17% with effect from the year of assessment 2010. In addition, three-quarters of up to the first S\$10,000, and one-half of up to the next S\$290,000, of a company’s chargeable income otherwise subject to normal taxation is exempt from corporate tax.

#### *Dividend distributions*

With effect from January 1, 2003, Singapore has adopted a one-tier corporate tax system under which tax paid by a resident company on its chargeable income is a final tax. All dividends paid are tax exempt in the hands of its shareholders. There is no withholding tax on dividend payments to all shareholders.

Foreign shareholders are advised to consult their own tax advisers in respect of the tax laws of their respective countries of residence and the applicability of any double taxation agreement that their country of residence may have with Singapore.

#### *Gains on disposal of Shares*

Singapore currently does not impose tax on capital gains. However, there are currently no specific laws or regulations that address the characterization of capital gains and hence gains arising from the disposal of the Shares may be construed to be of an income nature and subject to tax especially if they arise from activities which the Comptroller regards as the carrying on of a trade or business in Singapore.

#### **Stamp duty**

Where an instrument of transfer is executed in respect of the Shares, stamp duty may be payable on such instrument of transfer at the rate of S\$0.20 for every S\$100 or any part thereof, computed on the consideration for or market value of the shares, whichever is higher.

The purchaser is liable for stamp duty, unless there is an agreement to the contrary. No stamp duty is payable if no instrument of transfer is executed or the instrument of transfer is executed outside Singapore. However, stamp duty may be payable if the instrument of transfer which is executed outside Singapore is received in Singapore.

The above stamp duty treatment is not applicable to electronic transfers of our Shares traded on the SGX-ST under the book-entry settlement system of CDP.

#### **Goods & Services Tax (“GST”)**

The sale of our Shares by a GST-registered investor belonging in Singapore to another person belonging in Singapore is an exempt sale not subject to GST. Any GST directly or indirectly incurred by the investor in respect of this exempt sale is a cost to the investor.

Where our Shares are sold by a GST-registered investor to a person belonging to a country other than Singapore, the sale is a zero-rated sale (i.e. subject to GST at a zero tax rate). Any GST incurred by the investor in the making of this sale, if the same is a supply in the course or furtherance of a business, may be claimable as a refund from the Comptroller of GST.

Services such as brokerage, handling and clearing services rendered by a GST-registered person to an investor belonging in Singapore in connection with the investor’s purchase, sale or holding of our Shares will be subject to GST at the current rate of 7%. Similar services rendered to an investor belonging to a country other than Singapore are however taxed at a zero tax rate (i.e. zero-rated).

**Estate Duty**

Singapore estate duty has been abolished with effect from February 15, 2008 on all deaths occurring on or after February 15, 2008.

(c) *Consultation with professional advisers*

Intending holders of Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in Shares or exercising any rights attaching to them. It is emphasized that none of our Company, the Directors, the Sponsor or the other parties involved in the Introduction can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercising any rights attaching to them.

**23. Miscellaneous**

Save as disclosed herein, within two years preceding the date of this Listing Document:

- (a) no share or loan capital of our Company or of any of our subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash; and
- (b) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
- (c) no commission has been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any shares in our Company or any of our subsidiaries;
- (d) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
- (e) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months.

**24. No material adverse change**

The Directors confirm that there has been no material adverse change in the financial or trading position or prospects of us since March 31, 2010 (being the date to which the latest audited combined financial statements of us were made up).