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## CORNERSTONE INVESTORS

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### THE CORNERSTONE PLACING

We have entered into agreements with six cornerstone investors (the “Cornerstone Investors” and each a “Cornerstone Investor”) who in aggregate have agreed to subscribe for up to approximately US\$65 million worth of our Shares at the Offer Price (collectively, the “Cornerstone Placing”). Assuming an Offer Price of HK\$41.09 (being the mid-point of the Offer Price range set out in this prospectus), the total number of Shares subscribed by the Cornerstone Investors will be approximately 12,264,200, which is approximately 3.1% of the Shares outstanding, upon completion of the Global Offering and the Skyland Acquisition and 22.9% of the Offer Shares (assuming the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement), respectively. Each of the Cornerstone Investors is an independent third party not connected with us and none of them will be a substantial shareholder of our Company upon Listing and during the six-month lock-up period as described below.

The Cornerstone Placing forms part of the International Offering. None of the Cornerstone Investors will subscribe for any Offer Shares under the International Offering other than pursuant to the respective cornerstone investor agreements. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the fully paid Shares in issue and will be counted towards the public float of our Company. None of the Cornerstone Investors has or will have a representative on our Board. The Offer Shares to be subscribed for by the Cornerstone Investors will not be affected by any reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus.

Each of the Cornerstone Investors has agreed that, without the prior written consent of the Company and the Joint Bookrunners, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date, dispose of any Shares subscribed for pursuant to the respective cornerstone investor agreement (or any interest in any company or entity holding any of the Shares if as a result of that disposal, such company or entity would cease to be an affiliate of the Cornerstone Investor). Each Cornerstone Investor may transfer the Shares so subscribed for in certain limited circumstances, such as transfer to a wholly owned subsidiary or an affiliate of such Cornerstone Investor and any such transfer can only be made when the transferee agrees to be subject to the restrictions on disposal imposed on such Cornerstone Investor.

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### OUR CORNERSTONE INVESTORS

<u>Cornerstone Investor</u>	<u>Investment amount</u> (US\$ in million)	<u>Number of Shares<sup>1</sup></u>	<u>Percentage of total number of Offer Shares<sup>1</sup></u>	<u>Percentage of interest in our issued capital immediately following the Global Offering and the completion of the Skyland Acquisition<sup>1</sup></u>	<u>Number of Shares<sup>2</sup></u>	<u>Percentage of total number of Offer Shares<sup>2</sup></u>	<u>Percentage of interest in our issued capital immediately following the Global Offering and the completion of the Skyland Acquisition<sup>2</sup></u>
Chow Tai Fook Nominee Limited . . . . .	15	2,586,200	4.8%	0.7%	3,124,900	5.8%	0.8%
Golden Eagle International Retail Group Limited . . .	10	1,724,100	3.2%	0.4%	2,083,200	3.9%	0.5%
ICBC International Strategic Investment Limited . . . . .	10	1,724,100	3.2%	0.4%	2,083,200	3.9%	0.5%
Jinchuan Group (Hong Kong) Resources Holdings Limited . . . . .	10	1,724,100	3.2%	0.4%	2,083,200	3.9%	0.5%
Surewit Finance Limited . . . . .	10	1,724,100	3.2%	0.4%	2,083,200	3.9%	0.5%
Winkey Limited . . . . .	10	1,724,100	3.2%	0.4%	2,083,200	3.9%	0.5%

Notes:

- 1 Rounded down to the nearest board lot of Shares and assuming a maximum Offer Price of HK\$44.96 and assuming the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.
- 2 Rounded down to the nearest board lot of Shares and assuming a minimum Offer Price of HK\$37.21 and assuming the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

We set out below a brief description of each of our Cornerstone Investors:

#### **Chow Tai Fook Nominee Limited**

Chow Tai Fook Nominee Limited (“CTF”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest board lot) as may be purchased with US\$15 million at the Offer Price. Assuming a mid-point Offer Price of HK\$41.09, CTF will subscribe for 2,830,200 Shares, which represents approximately (i) 0.7% of the Shares issued and outstanding upon completion of the Global Offering and the completion of the Skyland Acquisition and (ii) 5.3% of the total number of Offer Shares, both assuming that the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

CTF is a company incorporated in Hong Kong and is principally engaged in the investment holding business. It is wholly and beneficially owned by Dato’ Dr. Cheng Yu-Tung.

#### **Golden Eagle International Retail Group Limited**

Golden Eagle International Retail Group Limited has agreed to subscribe for such number of Offer Shares (rounded down to the nearest board lot) as may be purchased with US\$10 million at the Offer Price. Assuming a mid-point Offer Price of HK\$41.09, Golden Eagle International Retail Group Limited will subscribe for 1,886,800 Shares, which represents approximately (i) 0.5% of the Shares issued and outstanding upon completion of the Global Offering and the completion of the Skyland

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Acquisition and (ii) 3.5% of the total number of Offer Shares, both assuming that the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

Mr. Wang Hung, Roger (“Mr. Wang”) is the controlling shareholder of Golden Eagle International Retail Group Limited. Mr. Wang is the chairman and executive director of Golden Eagle Retail Group Ltd. (Stock Code: 3308) (“Golden Eagle”), a company listed on the Main Board of the Stock Exchange. Golden Eagle develops and manages real estate and department stores and had a total Gross Sales Proceeds (GSP) exceeding RMB8 billion in 2009. Mr. Wang is also the Chairman and Chief Executive Officer of Transpacific Management Co., a company established and based in Los Angeles, California since 1978 which provides management services to its investment portfolios within Southern California.

### **ICBC International Strategic Investment Limited**

ICBC International Strategic Investment Limited (“ICBCI Strategic”) has agreed to subscribe for such number of Offer Shares (rounded down to the nearest board lot) as may be purchased with US\$10 million at the Offer Price. Assuming a mid-point Offer Price of HK\$41.09, ICBCI Strategic will subscribe for 1,886,800 Shares, which represents approximately (i) 0.5% of the Shares issued and outstanding upon completion of the Global Offering and the completion of the Skyland Acquisition and (ii) 3.5% of the total number of Offer Shares, both assuming that the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

ICBCI Strategic is a limited liability company incorporated in Hong Kong with its principal business in investment. ICBCI Strategic is an indirectly wholly-owned subsidiary of Industrial and Commercial Bank of China Limited, the shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange.

### **Jinchuan Group (Hong Kong) Resources Holdings Limited**

Jinchuan Group (Hong Kong) Resources Holdings Limited has agreed to subscribe for such number of Offer Shares (rounded down to the nearest board lot) as may be purchased with US\$10 million at the Offer Price. Assuming a mid-point Offer Price of HK\$41.09, Jinchuan Group (Hongkong) Resources Holdings Limited will subscribe for 1,886,800 Shares, which represents approximately (i) 0.5% of the Shares issued and outstanding upon completion of the Global Offering and the completion of the Skyland Acquisition and (ii) 3.5% of the total number of Offer Shares, both assuming that the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

Jinchuan Group (Hong Kong) Resources Holdings Limited, an investment holding company incorporated in Hong Kong and a wholly-owned subsidiary of Jinchuan Group Limited. Jinchuan Group Limited (金川集團有限公司), a company incorporated in the PRC and a state-owned enterprise held as to approximately 69.57% by the People’s Government of Gansu Province, as to approximately 16.51% by the China Development Bank, as to approximately 5.94% by Baosteel Group Corporation, as to approximately 5.94% by Taiyuan Iron & Steel (Group) Co., Ltd. and as to approximately 2.04%

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by Gansu Province Industrial and Transport Investment Limited (甘肅省工業交通投資公司). Jinchuan Group Limited is one of the leading nickel and cobalt producers in the world and one of the largest producers of copper, nickel, cobalt and platinum group of metals in the PRC.

Jinchuan Group Limited is currently Huatailong's only customer and is expected to be one of our largest customers upon completion of the Global Offering and the Skyland Acquisition.

### **Surewit Finance Limited**

Surewit Finance Limited has agreed to subscribe for such number of Offer Shares (rounded down to the nearest board lot) as may be purchased with US\$10 million at the Offer Price. Assuming a mid-point Offer Price of HK\$41.09, Surewit Finance Limited will subscribe for 1,886,800 Shares, which represents approximately (i) 0.5% of the Shares issued and outstanding upon completion of the Global Offering and the completion of the Skyland Acquisition and (ii) 3.5% of the total number of Offer Shares, both assuming that the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

Dr. Lo Ka Shui ("Dr. Lo") is the controlling shareholder of Surewit Finance Limited. Dr. Lo has been a member of the board of Great Eagle Holdings Limited since 1980 and is the Chairman and Managing Director of Great Eagle Holdings Limited and the non-executive director and Chairman of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust). He is a non-executive director of The Hongkong and Shanghai Banking Corporation Limited and an independent non-executive director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, China Mobile Limited and some other publicly listed companies in Hong Kong. He is also a Vice President of the Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research, a Board Member of the Hong Kong Airport Authority and the Chairman of The Chamber of Hong Kong Listed Companies. He graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) degree. He has more than 30 years' experience in property and hotel development and investment both in Hong Kong and overseas. Surewit Finance Limited is the investment vehicle of Dr. Lo.

### **Winkey Limited**

Winkey Limited has agreed to subscribe for such number of Offer Shares (rounded down to the nearest board lot) as may be purchased with US\$10 million at the Offer Price. Assuming a mid-point Offer Price of HK\$41.09, Winkey Limited will subscribe for 1,886,800 Shares, which represents approximately (i) 0.5% of the Shares issued and outstanding upon completion of the Global Offering and the completion of the Skyland Acquisition and (ii) 3.5% of the total number of Offer Shares, both assuming that the Over-allotment Options and the Pre-IPO Share Options are not exercised and no adjustment has been made to the Consideration Shares issuable pursuant to the working capital adjustment under the Sale and Purchase Agreement.

Winkey Limited is a private company incorporated in the British Virgin Islands and is principally engaged in investment holding. It is an indirect wholly-owned subsidiary of Shau Kee Financial Enterprises Limited which in turn is wholly-owned by Lee Financial (Cayman) Limited of which the Honorable Dr. Lee Shau Kee is a substantial shareholder. Shau Kee Financial Enterprises Limited has entered into the corporate investor agreement as the controlling shareholder of Winkey Limited.