

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES**1. Incorporation**

Our Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on February 26, 2010. We have established a place of business in Hong Kong at Unit 1203-1205, Prosperity Millennia Plaza, 663 King's Road, North Point, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance on March 10, 2011. Mr. Wong Yuk who resides at 30K, Block 9, Beverly Garden, Tseung Kwan O, N.T., Hong Kong has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was incorporated in the Cayman Islands, it operates subject to the Companies Law and to its constitution comprising the Memorandum of Association and the Articles. A summary of certain provisions of its constitution and relevant aspects of the Companies Law is set out in Appendix VI to this prospectus.

2. Change in share capital

Our authorized share capital as at the date of our incorporation was HK\$380,000 divided into 3,800,000 Shares of HK\$0.10 each. On February 26, 2010, one subscriber Share was transferred to Mr. Kang, who subsequently transferred it to Best Outlook, a company wholly owned by Mr. Kang, on April 6, 2010.

On November 10, 2010, we allotted and issued an additional 9,999 Shares to Best Outlook. On November 19, 2010 we passed resolutions to redesignate our authorized share capital of HK\$380,000 divided into 3,800,000 shares of HK\$0.10 each into 3,799,315 ordinary shares of HK\$0.10 each and 685 Series A preference shares of HK\$0.10 each. On the same date, we allotted and issued 685 Preferred Shares to the Financial Investor.

Pursuant to the resolutions in writing of the Shareholders of our Company passed on April 12, 2011 below, the authorized share capital of our Company was increased from HK\$380,000 to HK\$1,200,000,068.5 by the creation of an additional 11,996,200,685 Shares. Immediately upon completion of the Global Offering, the 685 Preferred Shares will be converted into 685 Shares and all the Preferred Shares in the unissued but authorised share capital of our Company will then be cancelled so that the authorized share capital of our Company will be diminished and reduced from HK\$1,200,000,068.5 to HK\$1,200,000,000 divided into 12,000,000,000 Shares.

Immediately following completion of the Global Offering and the Capitalization Issue but not taking into account any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme, the issued share capital of our Company will be HK\$600,000,000 divided into 6,000,000,000 Shares, all fully paid or credited as fully paid, and 6,000,000,000 Shares will remain unissued.

Save for aforesaid and as mentioned in the paragraph headed "Resolutions in writing of the Shareholders of our Company passed on April 12, 2011" below, there has been no alteration in the share capital of our Company since its incorporation.

3. Resolutions in writing of the Shareholders of our Company passed on April 12, 2011

Pursuant to the written resolutions passed by the Shareholders of our Company on April 12, 2011:

- (a) we conditionally approved and adopted our new amended and restated Memorandum of Association and the Articles of Association to take effect on the Listing Date;
- (b) the authorized share capital of our Company was increased from HK\$380,000 to HK\$1,200,000,068.5 by the creation of an additional 11,996,200,685 Shares;
- (c) conditional on (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares in issue, Shares to be issued pursuant to the Capitalization Issue and the Shares to be issued as mentioned in this prospectus (including any additional Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option or any Shares which may be issued pursuant to the exercise of the options granted under the Share Option Scheme); (ii) the entering into of the agreement on the Offer Price between the Joint Global Coordinators and our Company on the Price Determination Date; and (iii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms therein or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreements:
 - (i) the Global Offering was approved and the Directors were authorized to allot and issue the new Shares pursuant to the Global Offering;
 - (ii) the Over-allotment Option was approved and the Directors were authorized to effect the same and to allot and issue the Over-allotment Shares upon the exercise of the Over-allotment Option;
 - (iii) the rules of the Share Option Scheme, the principal terms of which are set out in the sub-section entitled “— D. Other Information — 1. Share Option Scheme” in this Appendix, were approved and adopted and our Directors were authorized to grant options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme;
 - (iv) the 685 Preferred Shares be converted into 685 Shares and the register of members of the Company be updated to reflect such conversion (“Conversion”);
 - (v) conditional upon the Conversion taking place, all the Preferred Shares in the unissued but authorised share capital of the Company be cancelled so that the authorised share capital of the Company will be diminished and reduced from HK\$1,200,000,068.5 to HK\$1,200,000,000 divided into 12,000,000,000 Shares; and
 - (vi) conditional on the share premium account of our Company being credited as a result of the issue of the Offer Shares by our Company pursuant to the Global Offering, our Directors were authorized to capitalize an amount of HK\$449,998,931.50 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 4,499,989,315 Shares, such Shares to be allotted and issued to the persons whose names appear on the register of members of the Company (i.e.

registers of holders of the Shares and Preferred Shares) at the close of business on the date of the passing of the resolutions in accordance with their respective shareholding in the Company (as nearly as possible without involving fractions) or in accordance with the direction of such member.

- (d) a general unconditional mandate was given to the Directors to allot, issue and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued), otherwise than pursuant to a rights issue or pursuant to any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to the grant of options under the Share Option Scheme or other similar arrangement or pursuant to a specific authority granted by the shareholders of our Company in general meeting, unissued Shares with a total nominal value not exceeding 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering and Capitalization Issue (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option or Shares which may be issued pursuant to the exercise of the options granted under the Share Option Scheme), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first;
- (e) a general unconditional mandate was given to the Directors authorizing them to exercise all powers of our Company to repurchase on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalization Issue (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option or Shares which may be issued pursuant to the exercise of the options granted under the Share Option Scheme), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first; and
- (f) the general unconditional mandate mentioned in paragraph (d) above was extended by the addition to the aggregate nominal value of the share capital of our Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of our Company repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (e) above.

4. Corporate reorganization

The companies comprising our Group underwent a Reorganization in preparation from the listing of our Shares on the Stock Exchange. For information relating to the Reorganization, please refer to the section headed “History and Reorganization” of this prospectus.

5. Changes in share capital of subsidiaries

Certain information on our subsidiaries is contained in the Accountants' Report in Appendix I to this prospectus. The following sets out the changes to the share capital made by the subsidiaries of our Company during the two years preceding the date of this prospectus:

- (a) On November 8, 2010, the registered capital of Shenyang Yuanda was increased from US\$65,860,000 to US\$153,710,000.
- (b) On November 15, 2010, the registered capital of Shenyang Yuanda was increased from US\$153,710,000 to US\$153,906,100.

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

6. Repurchase of our Shares

(a) *Provisions of the Listing Rules*

The Listing Rules permit companies whose primary listing is on the Main Board of Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) *Shareholders' approval*

All proposed repurchases of securities on the Stock Exchange by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders, either by way of general mandate or by specific approval of a particular transaction.

(Note: Pursuant to resolutions passed by the Shareholders of our Company on April 12, 2011, a general unconditional mandate (the "**Buyback Mandate**") was granted to the Directors authorizing the repurchase by our Company on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, of Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of our Company in issue and to be issued as mentioned herein, at any time until the conclusion of the next annual general meeting of our Company, the expiration of the period within which the next annual general meeting of our Company is required by an applicable law or the Articles to be held or when such mandate is revoked or varied by an ordinary resolution of the Shareholders of our Company in general meeting, whichever is the earliest.)

(ii) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles and the laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(b) *Reasons for repurchases*

Our Directors believe that it is in the best interests of our Company and its shareholders for our Directors to have a general authority from our Shareholders to enable our Company to repurchase Shares in the market. Repurchases of Shares will only be made when our Directors believe that such repurchases will benefit our Company and its members. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of our Company and its assets and/or its earnings per Share.

(c) *Funding of repurchases*

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

It is presently proposed that any repurchase of Shares will be made out of the profits of our Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, subject to the Companies Law, out of capital.

Our Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for our Company.

(d) *Share capital*

Exercise in full of the Buyback Mandate, on the basis of 6,000,000,000 Shares in issue immediately after Listing (but taking no account of Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or Shares which may be issued pursuant to the exercise of the options granted under the Share Option Scheme), could accordingly result in up to 600,000,000 Shares being repurchased by our Company during the period until:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles to be held; or
- (iii) the date on which the Buyback Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

(e) *General*

None of our Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell any Shares to us or our subsidiaries.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person (as defined in the Listing Rules) has notified us that he/she or it has a present intention to sell Shares to us, or has undertaken not to do so, if the Buyback Mandate is exercised.

If as a result of a securities repurchase pursuant to the Buyback Mandate, a shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a shareholder, or a group of shareholders acting in concert, depending on the level of increase of the shareholders' interest, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code as a result of any such increase. Our Directors are not aware of any other consequences which may arise under the Code if the Buyback Mandate is exercised.

If the Buyback Mandate is fully exercised immediately following completion of the Global Offering and the Capitalization Issue but taking no account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or pursuant to the exercise of any options which may be granted under the Share Option Scheme), the total number of Shares which will be repurchased pursuant to the Buyback Mandate shall be 150,000,000 Shares (being 10% of the issued share capital of our Company based on the aforesaid assumptions). The percentage shareholding of our Controlling Shareholders will be increased to approximately 61.85% of the issued share capital of our Company immediately following the full exercise of the Buyback Mandate, which will not trigger an obligation by the Controlling Shareholders to make a mandatory offer in accordance with Rule 26 of the Code.

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under Rule 8.08 of the Listing Rules. Our Directors have no present intention to exercise the Buyback Mandate to such an extent that, in the circumstances, there is insufficient public float as prescribed under the Listing Rules.

B. INFORMATION ABOUT THE BUSINESS

1. Summary of material contracts

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

- (a) a merger agreement dated September 14, 2010 entered into between Shenyang Yuanda and Shenyang Yuanda Electrical Installing Co., Ltd. (瀋陽遠大機電安裝有限公司, "Shenyang Yuanda Electrical Installing") pursuant to which Shenyang Yuanda merged with Shenyang Yuanda Electrical Installing and Shenyang Yuanda Electrical Installing was then dissolved;

- (b) a share transfer agreement dated November 12, 2010 entered into between Yuanda Singapore as transferor and Yuanda Hong Kong as transferee pursuant to which Yuanda Singapore transferred its 25% interest in Shenyang Yuanda to Yuanda Hong Kong at a consideration of RMB328,152,400;
- (c) a share transfer agreement dated November 12, 2010 entered into between the Yuanda Group as transferor and Yuanda Hong Kong as transferee pursuant to which the Yuanda Group transferred its 75% interest in Shenyang Yuanda to Yuanda Hong Kong at a consideration of RMB984,457,100;
- (d) a subscription agreement dated November 19, 2010 entered into between Standard Chartered Private Equity (Mauritius) III Limited, Mr. Kang, Best Outlook, Neo Pioneer and our Company pursuant to which Standard Chartered Private Equity (Mauritius) III Limited agreed to subscribe for 685 series A redeemable convertible preference shares in our Company for an aggregate subscription price of US\$50 million;
- (e) a deed of indemnity dated April 12, 2011 given by Mr. Kang and Best Outlook in favor of our Company in respect of losses, costs and expenses incurred by the Group in any way whatsoever as a result of or in connection with, or any claims resulting from or arising as a result of or in connection with, any of (i) the transfer of the 25% equity interest in Shenyang Yuanda from Goldenwin to Yuanda Singapore on 24 July 2002; (ii) the transfer of such 25% equity interest in Shenyang Yuanda from Yuanda Singapore to the Company in November 2010; and (iii) the Company's ownership in the 25% equity interest of Shenyang Yuanda following such transfer (for details of such transfers, please refer to the sections headed "History and Reorganization — Transfer of interest in Shenyang Yuanda by Goldenwin" and "History and Reorganization — Restructuring of Shenyang Yuanda");
- (f) the deed of indemnity dated April 12, 2011 given by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of its present subsidiaries) in respect of, amongst others, taxation and property matters referred to in the sub-section headed "Tax and other indemnities" in this Appendix;
- (g) the deed of non-competition dated April 12, 2011 given by our Controlling Shareholders in favor of our Company as detailed in the paragraph headed "Relationship with our Controlling Shareholders — Non-competition Undertaking" of this prospectus;
- (h) a cornerstone investment agreement dated April 11, 2011 between our Company, Atlantis Investment Management (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, J.P. Morgan Securities (Asia Pacific) Limited, Standard Chartered Securities (Hong Kong) Limited and BOCI Asia Limited pursuant to which Atlantis Investment Management (Hong Kong) Limited agreed to subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$30 million, rounded down to the nearest board lot; and
- (i) the Hong Kong Underwriting Agreement.

2. Intellectual property rights of the Group

(a) Patents

As at the Latest Practicable Date, our Group was the registered proprietor of the following patents:

Patent Type	Patent	Patent No.	Name of Registered Proprietor	Place of Registration	Validity
Utility model	Plastic-aluminium door/window with integral-type bar for door/window	ZL03211453.2	Shenyang Yuanda	PRC	February 20, 2003 to February 19, 2013
Utility model	Aluminium extrusion frame of door/window with new type sealing structure	ZL200420113562.9	Shenyang Yuanda	PRC	November 19, 2004 to November 18, 2014
Invention	Sealing structure of platform screen door	ZL200610135041.7	Shenyang Yuanda, 瀋陽博林特電梯有限公司	PRC	December 26, 2006 to December 25, 2026
Utility model	A kind of lock device for emergency door	ZL200620091301.0	Shenyang Yuanda, 瀋陽博林特電梯有限公司	PRC	June 1, 2006 to May 31, 2016
Utility model	Emergency door lock	ZL200620091732.7	Shenyang Yuanda, 瀋陽博林特電梯有限公司	PRC	June 27, 2006 to June 26, 2016
Utility model	A kind of quick connecting device for the cable of photoelectric curtain wall	ZL200620090801.2	Shenyang Yuanda	PRC	May 16, 2006 to May 15, 2016
Utility model	A kind of modularized functional device for double skin curtain wall	ZL200620090867.1	Shenyang Yuanda	PRC	May 19, 2006 to May 18, 2016
Utility model	A kind of modularized functional device for parallel connection of electrical appliance in photoelectric curtain wall	ZL200620093438.X	Shenyang Yuanda	PRC	September 26, 2006 to September 25, 2016
Utility model	A kind of operable round window	ZL200620093173.3	Shenyang Yuanda	PRC	September 12, 2006 to September 11, 2016
Invention	Internal-external double-circulation double skin curtain wall	ZL200610134043.4	Shenyang Yuanda	PRC	October 25, 2006 to October 24, 2026
Utility model	A kind of supporting device for door/window	ZL200620168735.6	Shenyang Yuanda	PRC	December 30, 2006 to December 29, 2016
Utility model	Floating compound heat preserving structure	ZL200720011756.1	Shenyang Yuanda	PRC	April 20, 2007 to April 19, 2017
Utility model	Corner structure of door/window	ZL200720011489.8	Shenyang Yuanda	PRC	April 6, 2007 to April 5, 2017
Invention	Flexible sealing structure for curtain wall of large deflection	ZL200510047714.9	Shenyang Yuanda	PRC	November 15, 2005 to November 14, 2025

Patent Type	Patent	Patent No.	Name of Registered Proprietor	Place of Registration	Validity
Utility model	Operable & closable louver device	ZL200720013063.6	Shenyang Yuanda	PRC	July 3, 2007 to July 2, 2017
Utility model	Curtain wall with LED display strips	ZL200720013646.9	Shenyang Yuanda	PRC	August 2, 2007 to August 1, 2017
Utility model	Revolving door with exhibition space in the center	ZL200720013647.3	Shenyang Yuanda	PRC	August 2, 2007 to August 1, 2017
Utility model	Revolving door embedded with LED display panel	ZL200720013546.6	Shenyang Yuanda	PRC	July 27, 2007 to July 26, 2017
Utility model	Venting device for curtain wall	ZL200720013615.3	Shenyang Yuanda	PRC	July 31, 2007 to July 30, 2017
Utility model	Adjustable pulling rod for opening & closing windows	ZL200720185072.3	Shenyang Yuanda	PRC	December 21, 2007 to December 20, 2017
Utility model	Adjustable hinge for doors & windows	ZL200720185069.1	Shenyang Yuanda	PRC	December 21, 2007 to December 20, 2017
Invention	Enhanced ETFE membrane structure	ZL200810010398.1	Shenyang Yuanda	PRC	February 15, 2008 to February 14, 2028
Utility model	Integrated slipper-type sliding bracing piece	ZL200720185076.1	Shenyang Yuanda	PRC	December 21, 2007 to December 20, 2017
Utility model	Shifting fork lock handle	ZL200720185071.9	Shenyang Yuanda	PRC	December 21, 2007 to December 20, 2017
Utility model	Pulling rod for opening and closing doors and windows	ZL200720185070.4	Shenyang Yuanda	PRC	December 21, 2007 to December 20, 2017
Utility model	Unitized curtainwall with LED display strip	ZL200720185223.5	Shenyang Yuanda	PRC	December 27, 2007 to December 26, 2017
Invention	Connecting device for curtainwall	ZL200710157387.1	Shenyang Yuanda	PRC	October 11, 2007 to October 10, 2027
Invention	A kind of point-fixing glass curtainwall	ZL200610046291.3	Shenyang Yuanda	PRC	April 11, 2006 to April 10, 2026
Utility model	Limiting device for driving rod of doors and windows	ZL200820010652.3	Shenyang Yuanda	PRC	February 4, 2008 to February 3, 2018
Utility model	ETFE membrane structure of heat preservation	ZL200820010725.9	Shenyang Yuanda	PRC	February 15, 2008 to February 14, 2018
Utility model	Noise reduction and protection-type ETFE membrane structure	ZL200820010723.X	Shenyang Yuanda	PRC	February 15, 2008 to February 14, 2018
Utility model	Adjustable pivot hinge for doors and windows	ZL200720185073.8	Shenyang Yuanda	PRC	December 21, 2007 to December 20, 2017

Patent Type	Patent	Patent No.	Name of Registered Proprietor	Place of Registration	Validity
Invention	Thin-film curtain wall structure	ZL200810010045.1	Shenyang Yuanda	PRC	January 8, 2008 to January 7, 2028
Invention	Roofing membrane structure with water drainage gutter	ZL200810010044.7	Shenyang Yuanda	PRC	January 8, 2008 to January 7, 2028
Invention	A kind of unitized curtain wall structure and its installation method	ZL200510130854.2	Shenyang Yuanda	PRC	December 23, 2005 to December 22, 2025
Appearance design	Lever handle	ZL200830010175.6	Shenyang Yuanda	PRC	February 29, 2008 to February 28, 2018
Utility model	Curved-blade louver device	ZL200820015206.1	Shenyang Yuanda	PRC	August 26, 2008 to August 25, 2018
Utility model	Adjustable limiting support for turning window	ZL200820011851.6	Shenyang Yuanda	PRC	April 1, 2008 to March 31, 2018
Utility model	C-shaped channel steel embeds	ZL200920010543.6	Shenyang Yuanda	PRC	February 13, 2009 to February 12, 2019
Utility model	Riveting flat plate embeds	ZL200920010544.0	Shenyang Yuanda	PRC	February 13, 2009 to February 12, 2019
Appearance design	Riveting flat plate embeds	ZL200930010093.6	Shenyang Yuanda	PRC	February 13, 2009 to February 12, 2019
Utility model	Ejector pins type site hoisting equipment for unitized curtain wall	ZL200920012698.3	Shenyang Yuanda	PRC	April 2, 2009 to April 1, 2019
Utility model	A kind of site hoisting equipment for unitized curtain wall	ZL200920012697.9	Shenyang Yuanda	PRC	April 2, 2009 to April 1, 2019
Utility model	Photoelectric-thermal integrated double skin curtain wall	ZL200920014887.4	Shenyang Yuanda	PRC	June 26, 2009 to June 25, 2019
Utility model	Solar photothermal unitized curtain wall	ZL200920014886.X	Shenyang Yuanda	PRC	June 26, 2009 to June 25, 2019
Utility model	Bridge-cut-off type energy-saving thermal insulation window	ZL200920015246.0	Shenyang Yuanda	PRC	July 14, 2009 to July 13, 2019
Utility model	Transferring device for sealant installation of unitized curtain wall	ZL201020150921.3	Shenyang Yuanda	PRC	April 7, 2010 to April 6, 2020
Utility model	Bearing device for frame assembly of unitized curtain wall	ZL201020150879.5	Shenyang Yuanda	PRC	April 7, 2010 to April 6, 2020
Invention	Testing device for the thermal circulation performance of curtain wall and its control method	ZL200710159150.7	瀋陽科正建築工程 檢測有限公司; Shenyang Yuanda	PRC	December 25, 2007 to December 24, 2027
Utility model	Reinforced bar connecting structure for single panel curtain wall	ZL200920277061.7	Shenyang Yuanda	PRC	December 8, 2009 to December 7, 2019

Patent Type	Patent	Patent No.	Name of Registered Proprietor	Place of Registration	Validity
Appearance design	Channel steel embeds (C shape)	ZL200930010092.1	Shenyang Yuanda	PRC	February 13, 2009 to February 12, 2019
Appearance design	Aluminium extrusion (No. 1) (Appearance design)	ZL201030253415.2	Shenyang Yuanda	PRC	July 30, 2010 to July 29, 2020
Appearance design	Aluminium extrusion (No. 4) (Appearance design)	ZL201030253436.4	Shenyang Yuanda	PRC	July 30, 2010 to July 29, 2020
Appearance design	Aluminium extrusion (No. 5) (Appearance design)	ZL201030253452.3	Shenyang Yuanda	PRC	July 30, 2010 to July 29, 2020
Appearance design	Aluminium extrusion (No. 10) (Appearance design)	ZL201030253480.5	Shenyang Yuanda	PRC	July 30, 2010 to July 29, 2020
Appearance design	Aluminium extrusion (No. 12) (Appearance design)	ZL201030253496.6	Shenyang Yuanda	PRC	July 30, 2010 to July 29, 2020
Appearance design	Aluminium extrusion (No. 17) (Appearance design)	ZL201030253544.1	Shenyang Yuanda	PRC	July 30, 2010 to July 29, 2020
Invention	A kind of unitized curtain wall structure	RU60551 U1	Shenyang Yuanda	Russia	December 23, 2005 to December 22, 2015

As at the Latest Practicable Date, our Group had applied for the following patents¹:

Patent Type	Patent	Application No.	Name of Registered Proprietor	Place of Application	Date of Application
Utility model	Basket weaved curtain wall	201020515233.2	Shenyang Yuanda	PRC	September 3, 2010
Appearance design	Aluminium extrusion (No. 2)	201030253422.2	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 3)	201030253431.1	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 6)	201030253454.2	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 7)	201030253456.1	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 8)	201030253464.6	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 9)	201030253477.3	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 11)	201030253488.1	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 13)	201030253513.6	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 14)	201030253526.3	Shenyang Yuanda	PRC	July 30, 2010

¹ For the following patents, of which the applications were made in the PRC, the notification of the grant of patent (授權專利權通知書) has been issued however the application is still in progress as registration and the relevant patent certificate has not yet been issued: 編織式建築幕牆, 鋁合金型材(二), 鋁合金型材(三), 鋁合金型材(六), 鋁合金型材(七), 鋁合金型材(八), 鋁合金型材(九), 鋁合金型材(十一), 鋁合金型材(十三), 鋁合金型材(十四), 鋁合金型材(十五) and 鋁合金型材(十六).

<u>Patent Type</u>	<u>Patent</u>	<u>Application No.</u>	<u>Name of Registered Proprietor</u>	<u>Place of Application</u>	<u>Date of Application</u>
Appearance design	Aluminium extrusion (No. 15)	201030253530.X	Shenyang Yuanda	PRC	July 30, 2010
Appearance design	Aluminium extrusion (No. 16)	201030253542.2	Shenyang Yuanda	PRC	July 30, 2010
Utility model	Antipollution & energy-saving unitized curtain wall	201020515241.7	Shenyang Yuanda	PRC	September 3, 2010
Appearance design	Aluminium extrusion (No. 16)	268/2010	Shenyang Yuanda	Libya	November 24, 2010
Appearance design	Aluminium extrusion (No. 9)	269/2010	Shenyang Yuanda	Libya	November 24, 2010
Appearance design	Aluminium extrusion (No. 11)	270/2010	Shenyang Yuanda	Libya	November 24, 2010
Appearance design	Aluminium extrusion (No. 13)	271/2010	Shenyang Yuanda	Libya	November 24., 2010

(b) Trademarks

As at the Latest Practicable Date, our Group was the registered proprietor of the following trademarks:

<u>Trademark</u>	<u>Registration No.</u>	<u>Name of Registered Proprietor</u>	<u>Place of Registration</u>	<u>Date of Registration</u>	<u>Expiry Date</u>
 CNYD	5413667	Shenyang Yuanda	PRC	August 28, 2009	August 27, 2019
CNYD	5326229	Shenyang Yuanda	PRC	July 28, 2009	July 27, 2019
CNYD	5903392	Shenyang Yuanda	PRC	October 28, 2009	October 27, 2019
CNYD	5903387	Shenyang Yuanda	PRC	October 28, 2009	October 27, 2019
CNYD	5326693	Shenyang Yuanda	PRC	July 28, 2009	July 27, 2019
CNYD	5326228	Shenyang Yuanda	PRC	October 14, 2009	October 13, 2019
CNYD	5326234	Shenyang Yuanda	PRC	August 21, 2009	August 20, 2019
YUANDA	5326225	Shenyang Yuanda	PRC	July 28, 2009	July 27, 2019
YUANDA	5326223	Shenyang Yuanda	PRC	September 14, 2009	September 13, 2019
YUANDA	5326224	Shenyang Yuanda	PRC	October 14, 2009	October 13, 2019
YUANDA	5326221	Shenyang Yuanda	PRC	August 21, 2009	August 20, 2019
	5326219	Shenyang Yuanda	PRC	August 7, 2009	August 6, 2019
	5326217	Shenyang Yuanda	PRC	July 28, 2009	July 27, 2019
远大	5326215	Shenyang Yuanda	PRC	July 28, 2009	July 27, 2019
远大	1067773	Shenyang Yuanda	PRC	July 28, 2007	July 27, 2017

Trademark	Registration No.	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
	5190956	Shenyang Yuanda	PRC	June 28, 2009	June 27, 2019
	3348473	Shenyang Yuanda	PRC	July 14, 2004	July 14, 2014
	3348474	Shenyang Yuanda	PRC	May 14, 2004	May 14, 2014
	3356016	Shenyang Yuanda	PRC	August 28, 2004	August 28, 2014
	3421561	Shenyang Haihui Technology Investment Co., Ltd. ("Shenyang Haihui")	PRC	October 7, 2004	October 6, 2014
	3421560	Shenyang haihui	PRC	September 28, 2004	September 27, 2014
	3421559	Shenyang haihui	PRC	March 21, 2004	March 20, 2014
	3421558	Shenyang haihui	PRC	March 21, 2004	March 20, 2014
	3421556	Shenyang haihui	PRC	July 28, 2004	July 27, 2014
	3421557	Shenyang haihui	PRC	July 28, 2004	July 27, 2014
	3421553	Shenyang haihui	PRC	December 7, 2004	December 6, 2014
	3421552	Shenyang Haihui	PRC	August 28, 2004	August 27, 2014
	3421554	Shenyang Haihui	PRC	October 14, 2004	October 13, 2014
	3421555	Shenyang Haihui	PRC	September 28, 2004	September 27, 2014
	6997519	Shenyang Haihui	PRC	June 7, 2010	June 6, 2020
	6997679	Shenyang Haihui	PRC	July 7, 2010	July 6, 2020
	6997680	Shenyang Haihui	PRC	July 7, 2010	July 6, 2020
	6997681	Shenyang Haihui	PRC	June 7, 2010	June 6, 2020
	6997682	Shenyang Haihui	PRC	June 7, 2010	June 6, 2020
	6997683	Shenyang Haihui	PRC	June 21, 2010	June 20, 2020
	6997684	Shenyang Haihui	PRC	June 21, 2010	June 20, 2020
	6997685	Shenyang Haihui	PRC	September 21, 2010	June 20, 2020

Trademark	Registration No.	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
	6997520	Shenyang Haihui	PRC	July 28, 2010	July 27, 2020
	6997688	Shenyang Haihui	PRC	September 21, 2010	September 20, 2020
YUANDA	5076854	Shenyang Yuanda	PRC	June 7, 2009	June 6, 2019
	5326218	Shenyang Yuanda	PRC	November 21, 2009	November 20, 2019
	5326220	Shenyang Yuanda	PRC	May 14, 2009	May 13, 2019
CNYD	5326230	Shenyang Yuanda	PRC	April 28, 2009	April 27, 2019
CNYD	5326232	Shenyang Yuanda	PRC	May 14, 2009	May 13, 2019
CNYD	5326233	Shenyang Yuanda	PRC	May 7, 2009	May 6, 2019
CNYD	5326692	Shenyang Yuanda	PRC	July 28, 2009	July 27, 2019
	5326216	Shenyang Yuanda	PRC	January 21, 2010	January 20, 2020
YUANDA	5326222	Shenyang Yuanda	PRC	December 14, 2009	December 13, 2019
CNYD	5326694	Shenyang Yuanda	PRC	December 21, 2009	December 20, 2019
	5413666	Shenyang Yuanda	PRC	December 14, 2009	December 13, 2019
CNYD	5903383	Shenyang Yuanda	PRC	January 21, 2010	January 20, 2020
	5903388	Shenyang Yuanda	PRC	January 21, 2010	January 20, 2020
	5903388	Shenyang Yuanda	PRC	January 21, 2010	January 20, 2020
CNYD	5903393	Shenyang Yuanda	PRC	March 28, 2010	March 27, 2020
CNYD	5903394	Shenyang Yuanda	PRC	March 28, 2010	March 27, 2020
	5903396	Shenyang Yuanda	PRC	May 14, 2010	May 13, 2020
CNYD	5903397	Shenyang Yuanda	PRC	February 14, 2010	February 13, 2020
	5903398	Shenyang Yuanda	PRC	May 21, 2010	May 20, 2020
CNYD	5903400	Shenyang Yuanda	PRC	April 7, 2010	April 6, 2020
CNYD	5903401	Shenyang Yuanda	PRC	April 7, 2010	April 6, 2020
	5903402	Shenyang Yuanda	PRC	February 14, 2010	February 13, 2020
CNYD	5903463	Shenyang Yuanda	PRC	March 28, 2010	March 27, 2020
	5903464	Shenyang Yuanda	PRC	December 28, 2009	December 27, 2019
YDBLT YDBLT	5903466	Shenyang Yuanda	PRC	December 7, 2009	December 6, 2019

Trademark	Registration No.	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
	5903473	Shenyang Yuanda	PRC	December 28, 2009	December 27, 2019
	5903475	Shenyang Yuanda	PRC	January 21, 2010	January 20, 2020
	5903477	Shenyang Yuanda	PRC	January 21, 2010	January 20, 2020
	5903479	Shenyang Yuanda	PRC	December 7, 2009	December 6, 2019
	5903480	Shenyang Yuanda	PRC	December 7, 2009	December 6, 2019
	5903481	Shenyang Yuanda	PRC	December 14, 2009	December 13, 2019
	5903482	Shenyang Yuanda	PRC	December 7, 2009	December 6, 2019
	7003057	Shenyang Yuanda	PRC	July 7, 2010	July 6, 2020
	7119269	Shenyang Yuanda	PRC	October 14, 2010	October 13, 2020
	7119270	Shenyang Yuanda	PRC	October 14, 2010	October 13, 2020
	7119272	Shenyang Yuanda	PRC	July 21, 2010	July 20, 2020
	7119273	Shenyang Yuanda	PRC	July 21, 2010	July 20, 2020
	7119276	Shenyang Yuanda	PRC	September 14, 2010	September 13, 2020
	7119277	Shenyang Yuanda	PRC	July 7, 2010	July 6, 2020
	7119278	Shenyang Yuanda	PRC	September 14, 2010	September 13, 2020
	7119279	Shenyang Yuanda	PRC	July 7, 2010	July 6, 2020
	7119280	Shenyang Yuanda	PRC	July 14, 2010	July 13, 2020
	7119281	Shenyang Yuanda	PRC	July 14, 2010	July 13, 2020
	7119282	Shenyang Yuanda	PRC	July 14, 2010	July 13, 2020
	7119283	Shenyang Yuanda	PRC	July 14, 2010	July 13, 2020
	7119284	Shenyang Yuanda	PRC	July 14, 2010	July 13, 2020
	7119285	Shenyang Yuanda	PRC	July 14, 2010	July 13, 2020
	7119286	Shenyang Yuanda	PRC	July 21, 2010	July 20, 2020
	7119287	Shenyang Yuanda	PRC	July 21, 2010	July 20, 2020
	7119288	Shenyang Yuanda	PRC	October 14, 2010	October 13, 2020
	3580562	Shenyang Yuanda	US	February 24, 2009	February 23, 2019

Trademark	Registration No.	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
	N/040114	Shenyang Yuanda	Macao	April 28, 2009	April 28, 2016
	N/040113	Shenyang Yuanda	Macao	April 28, 2009	April 28, 2016
	N/040112	Shenyang Yuanda	Macao	April 28, 2009	April 28, 2016
	403544	Shenyang Yuanda	Sweden	May 8, 2009	May 7, 2019
	584640	Shenyang Yuanda	Switzerland	October 15, 2008	October 15, 2018
	42659	Shenyang Yuanda	Qatar	January 7, 2007	January 6, 2017
	42660	Shenyang Yuanda	Qatar	January 7, 2007	January 6, 2017
	302008051649	Shenyang Yuanda	Germany	October 31, 2008	October 30, 2018
	T06/12860G	Shenyang Yuanda	Singapore	June 24, 2006	June 23, 2016
	T06/12859C	Shenyang Yuanda	Singapore	June 24, 2006	June 23, 2016
	24655	Shenyang Yuanda	Kazakhstan	June 27, 2006	June 26, 2016
	40-0730318	Shenyang Yuanda	Korea	December 6, 2007	December 5, 2017
	40-0720298	Shenyang Yuanda	Korea	August 10, 2007	August 9, 2017
	2424298	Shenyang Yuanda	United Kingdom	June 13, 2006	June 12, 2016
	5037927	Shenyang Yuanda	Japan	April 6, 2007	April 5, 2017
	332701	Shenyang Yuanda	Russia	June 19, 2006	June 18, 2016
	1155503	Shenyang Yuanda	Australia	January 8, 2007	January 7, 2017
	80385	Shenyang Yuanda	Kuwait	January 8, 2007	January 8, 2017

Trademark	Registration No.	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
	390380	Shenyang Yuanda	Russia	July 18, 2008	July 18, 2018
	301229959	Shenyang Yuanda	Hong Kong	October 29, 2008	October 28, 2018

(d) *Domain names*

As at the Latest Practicable Date, our Group was the registered proprietor of the following domain name:

Domain Name	Date of Registration	Expiry Date
www.yuanda.com.cn.....	December 10, 2003	December 10, 2012
www.yuandacn.com.....	November 11, 2000	November 11, 2013

C. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Directors

(a) *Disclosure of interest — interests and short positions of the Directors and the chief executives of our Company in the Shares, underlying Shares and debentures of our Company and its associated corporations*

Immediately following completion of the Global Offering and the Capitalization Issue and assuming that the Over-allotment Option is not exercised, the interest or short position of Directors or chief executives of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were 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, pursuant to Model Code for Securities Transactions by Directors of Listed Companies, once the Shares are listed are as follows.

(i) *Interest in our Company*

Name of Director	Nature of Interest	Number of Shares	Approximate percentage of shareholding
Kang Baohua (<i>Note</i>)	Interest of a controlled corporation	3,334,253,626	55.57%

Note: 2,579,971,923 Shares were held by Best Outlook and 754,281,703 Shares were held by Neo Pioneer, both companies are wholly owned by Mr. Kang.

(ii) Interest in associated corporations of our Company

<u>Name of Director</u>	<u>Name of associated corporation</u>	<u>Number of shares</u>	<u>Percentage Shareholding</u>
Kang Baohua	Best Outlook	1	100%
Kang Baohua	Neo Pioneer	1	100%
Tian Shouliang	Long Thrive	1,500	7.30%
Guo Zhongshan	Long Thrive	1,500	7.30%
Wu Qingguo	Long Thrive	1,200	5.34%
Si Zuobao	Long Thrive	1,500	7.30%
Wang Yijun	Long Thrive	1,500	7.30%
Wang Lihui	Long Thrive	850	4.34%

(b) Particulars of service contracts

Each of the executive Directors has entered into a service contract with our Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other.

(c) Directors' remuneration

Each of the executive Directors is entitled to a director's fee. Each executive Director shall be paid a remuneration on the basis of twelve months in a year. The current annual director's fees and remuneration of the executive Directors for the year ending December 31, 2011 (excluding any discretionary bonuses which may be paid to our executive Directors) are as follows:

<u>Name</u>	<u>Annual Director's fees and remuneration</u>
	<u>(RMB)</u>
Kang Baohua	1,500,000
Tian Shouliang	1,752,000
Guo Zhongshan	1,652,000
Wang Yijun	1,652,000
Si Zuobao	3,744,000
Wu Qingguo	2,804,000
Wang Lihui	1,500,000
Wang Deqiang	800,000

The independent non-executive Directors have been appointed for a term of one year. We intend to pay a director's fee of HK\$200,000 per annum to each of our independent non-executive Directors, respectively.

Under the arrangements currently in place, we expect that the aggregate amount of emoluments payable by our Group to the Directors for the year ending December 31, 2011 will be approximately RMB15.6 million.

Further details of the terms of the above service contracts are set out in the paragraph headed "Particulars of service contracts" in the subsection headed "Directors" in this Appendix.

2. Substantial Shareholders

So far as the Directors are aware, immediately following the completion of the Global Offering and the Capitalization Issue (but without taking into account the Shares to be issued pursuant to the exercise of the Over-allotment Option or any Shares that may be issued pursuant to the exercise of options which may be granted under the Share Option Scheme), the following persons (other than the Directors and chief executives of our Company) will have or be deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO:

Name	Capacity	Number of Shares	Percentage of shareholding
Best Outlook (<i>Note 1</i>)	Beneficial owner	2,579,971,923	43.00%
Neo Pioneer (<i>Note 1</i>)	Beneficial owner	754,281,703	12.57%
Long Thrive (<i>Note 2</i>)	Beneficial owner	870,940,571	14.52%

Notes:

1. Best Outlook and Neo Pioneer are companies incorporated in the BVI and are wholly owned by Mr. Kang, our chairman.
2. Long Thrive is a company incorporated in the BVI and is owned by 6 Directors and 7 employees of our Company and Ms. Kang.

3. Agency fees or commissions received

Save as disclosed in this prospectus, no commissions, discounts, brokerages or other special terms were granted within the two years preceding the date of this prospectus in connection with the issue or sale of any capital of any member of our Group.

4. Disclaimers

Save as disclosed herein:

- (a) none of our Directors or chief executives of our Company has any interest or short position in the Shares, underlying Shares or debentures of our Company or any of its associated corporation (within the meaning 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 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 Companies once the Shares are listed;
- (b) none of our Directors or experts referred to under the paragraph headed “Consents of experts” in this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this prospectus been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;

- (c) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (d) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) taking no account of Shares which may be taken up under the Global Offering, none of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the Global Offering, have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, 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 member of our Group;
- (f) none of the experts referred to under the heading “Consents of experts” in this Appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and
- (g) so far as is known to our Directors, none of our Directors, their respective associates (as defined under the Listing Rules) or shareholders of our Company who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

D. OTHER INFORMATION

1. Share Option Scheme

The following is a summary of the principal terms of the Share Option Scheme conditionally adopted by the written resolutions of our Shareholders passed on April 12, 2011.

(a) *Purpose*

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 17 of the Listing Rules and is established to recognize and acknowledge the contributions the Eligible Participants (as defined in paragraph (b) below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimize their performance efficiency for the benefit of the Group; and

- (ii) attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) *Who may join*

The Board may, at its discretion, offer to grant an option to the following persons (collectively the “Eligible Participants”) to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph (f) below to:

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
- (ii) any directors (including independent non-executive directors) of our Company or any of its subsidiaries; and
- (iii) any advisors, consultants, suppliers, customers, agents and such other persons who in the sole opinion of the Board will contribute or have contributed to our Company or any of its subsidiaries.

Upon acceptance of the option, the grantee shall pay HK\$1.00 to our Company by way of consideration for the grant. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot of dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting the acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(c) *Acceptance of an offer of Options*

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance in favor of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

Subject to paragraphs (l), (m), (n), (o) and (p), an Option shall be exercised in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Stock Exchange for the time being, by the grantee by giving notice in writing to our Company stating that the Option is thereby exercised and the number of Shares in respect of which

it is exercised. Each such notice must be accompanied by a remittance for the full amount of the Exercise Price for the Shares in respect of which the notice is given. Within 21 days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate by the auditors to our Company or the approved independent financial advisor as the case may be pursuant to paragraph (r), our Company shall allot and issue the relevant number of Shares to the grantee credited as fully paid and issue to the Grantee certificates in respect of the Shares so allotted.

The exercise of any Option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorized share capital of our Company.

(d) *Maximum number of Shares*

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of our Company must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the Global Offering (but taking no account of any Shares which may be allotted or issued pursuant to the exercise of the Over-allotment Option), being 600,000,000 Shares, excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of our Company). Subject to the issue of a circular by our Company and the approval of the shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue as at the date of the approval by the shareholders in general meeting; and/or
- (ii) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board. The circular issued by our Company to the shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing and subject to paragraph (r) below, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial advisor shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with paragraph (r) below whether by way of consolidation, capitalization issue, rights issue, sub-division or reduction of the share capital of our Company but in no event shall exceed the limit prescribed in this paragraph.

(e) *Maximum number of options to any one individual*

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by our Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant) the information as required under Rules 17.02(2)(d) and the disclaimer required under 17.02(4) of the Listing Rules; and
- (ii) the approval of the shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his associates (as defined in the Listing Rules) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before the shareholders' approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such Eligible Participant an offer document in such form as the Board may from time to time determine (or, alternatively, documents accompanying the offer document which state), among others:
 - (aa) the Eligible Participant's name, address and occupation;
 - (bb) the date on which an Option is offered to an Eligible Participant which must be a date on which the Stock Exchange is open for the business of dealing in securities;
 - (cc) the date upon which an offer for an Option must be accepted;
 - (dd) the date upon which an Option is deemed to be granted and accepted in accordance with paragraph (c);
 - (ee) the number of Shares in respect of which the Option is offered;
 - (ff) the subscription price and the manner of payment of such price for the Shares on and in consequence of the exercise of the Option;
 - (gg) the date of the notice given by the grantee in respect of the exercise of the Option; and
 - (hh) the method of acceptance of the Option which shall, unless the Board otherwise determines, be as set out in paragraph (c).

(f) *Price of Shares*

Subject to any adjustments made as described in paragraph (r) below, the subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

- (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

(g) *Granting options to connected persons*

Any grant of options to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of our Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options). If the Board proposes to grant options to a substantial shareholder or any independent non-executive Director or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, canceled 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% or such other percentage as may be from time to time provided under the Listing Rules of the Shares in issue; and
- (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the Shares at the date of each grant,

such further grant of options will be subject to the issue of a circular by our Company and the approval of the shareholders in general meeting on a poll at which all connected persons (as defined in the Listing Rules) of our Company shall abstain from voting in favor, and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by our Company to the shareholders pursuant to the above paragraph shall contain the following information:

- (i) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant which must be fixed before the

shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;

- (ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) to the independent shareholders as to voting;
- (iii) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (iv) the information required under Rule 2.17 of the Listing Rules.

(h) *Restrictions on the times of grant of Options*

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published pursuant to the requirements of the Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date to first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's annual results half-year, quarterly or other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of its annual results or half-year, or quarterly or other interim period (whether or not required under the Listing Rules)

and ending on the date of actual publication of the results announcement, and where an option is granted to a Director:

- (iii) no options shall be granted during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (iv) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

(i) *Rights are personal to grantee*

An option is personal to the grantee and may be exercised or treated as exercised, as the case may be, in whole or in part. No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any third party over or in relation to any option or attempt so to do (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle our Company to cancel any outstanding options or any part thereof granted to such grantee.

(j) *Time of exercise of Option and duration of the Share Option Scheme*

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme. Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

(k) *Performance target*

A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

(l) *Rights on ceasing employment or death*

If the grantee of an option ceases to be an employee of our Company or any of its subsidiaries

- (i) by any reason other than death or termination of his employment on the grounds specified in paragraph (m) below, the grantee may exercise the option up to the entitlement of the grantee as at the date of cessation (to the extent not already exercised) within a period of one month from such cessation; or
- (ii) by reason of death, his personal representative(s) may exercise the option within a period of 12 months from such cessation, which date shall be the last actual working day with our Company or the relevant subsidiary whether salary is paid in lieu of notice or not, failing which it will lapse.

(m) *Rights on dismissal*

If the grantee of an option ceases to be an employee of our Company or any of its subsidiaries on the grounds that he has been guilty of serious misconduct, or in relation to an employee of the Group (if so determined by the Board) on any other ground on which an employee would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group, or has been convicted of any criminal offense involving his integrity or honesty, his option will lapse and not be exercisable after the date of termination of his employment.

(n) *Rights on takeover*

If a general offer is made to all the shareholders (or all such shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Takeovers Codes)) and such offer becomes or is declared unconditional during the option period of the relevant option, the grantee of an option shall be entitled to exercise

the option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

(o) Rights on winding-up

In the event a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of our Company referred to above by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid and register the grantee as holder thereof.

(p) Rights on compromise or arrangement between our Company and its members or creditors

If a compromise or arrangement between our Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of our Company or its amalgamation with any other companies pursuant to the laws of jurisdictions in which our Company was incorporated, our Company shall give notice to all the grantees of the options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a scheme or arrangement and any grantee may by notice in writing to our Company accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given (such notice to be received by our Company not later than two business days prior to the proposed meeting), exercise the option to its full extent or to the extent specified in the notice and our Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise of the option credited as fully paid and register the grantee as holder thereof.

With effect from the date of such meeting, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

(q) Ranking of Shares

The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* in all respects and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully-paid Shares in issue on the date of exercise.

(r) *Effect of alterations to capital*

In the event of any alteration in the capital structure of our Company whilst any option may become or remains exercisable, whether by way of capitalization issue, rights issue, open offer, consolidation, sub-division or reduction of share capital of our Company, or otherwise howsoever, such corresponding alterations (if any) shall be made in the number or nominal amount of Shares subject to any options so far as unexercised and/or the subscription price per Share of each outstanding option as the auditors of our Company or an independent financial advisor shall certify in writing to the Board to be in their/his opinion fair and reasonable in compliance with Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance issued by the Stock Exchange on September 5, 2005 and any future guidance and interpretation of the Listing Rules issued by the Stock Exchange from time to time and the note thereto. The capacity of the auditors of our Company or the approval independent financial advisor, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in absence of manifest error, be final and conclusive and binding on the Company and the grantees.

Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of our Company for which any grantee of an Option is entitled to subscribe pursuant to the Options held by him before such alteration and the aggregate subscription price payable on full exercise of any option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

(s) *Expiry of option*

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (i) the date of expiry of the option as may be determined by the Board;
- (ii) the expiry of any of the periods referred to in paragraphs (l), (m), (n), (o) or (p);
- (iii) the date on which the scheme of arrangement of our Company referred to in paragraph (p) becomes effective;
- (iv) subject to paragraph (o), the date of commencement of the winding-up of our Company;
- (v) the date on which the grantee ceases to be an Eligible Participant by reason of such grantee's resignation from the employment of our Company or any of its subsidiaries or the termination of his or her employment or contract on any one or more of the grounds that he or she has been guilty of serious misconduct, or has been convicted of any criminal offense involving his or her integrity or honesty, or in relation to an employee of the Group (if so determined by the Board), or has been insolvent, bankrupt or has made compositions with his/her creditors generally or any other

ground on which an employee would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group. A resolution of the Board to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or

- (vi) the date on which the Board shall exercise our Company's right to cancel the option at any time after the grantee commits a breach of paragraph (i) above or the options are canceled in accordance with paragraph (u) below.

(t) *Alteration of the Share Option Scheme*

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (i) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted,

shall first be approved by the shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by shareholders in general meeting.

(u) *Cancellation of Options*

Subject to paragraph (i) above, any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing. For the avoidance of doubt, such approval is not required in the event any Option is cancelled pursuant to paragraph (m).

(v) *Termination of the Share Option Scheme*

Our Company may by resolution in general meeting or the Board at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(w) *Administration of the Board*

The Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

(x) *Condition of the Share Option Scheme*

The Share Option Scheme is conditional on:

- (i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme;
- (ii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional (including, if relevant, as a result of the waiver of any such condition(s)) and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise;
- (iii) the commencement of dealings in the Shares on the Stock Exchange.

If the conditions in paragraph (x) above are not satisfied within two calendar months from the Adoption Date:

- (i) the Share Option Scheme shall forthwith determine;
- (ii) any option granted or agreed to be granted pursuant to the Share Option Scheme and any offer of such a grant shall be of no effect; and
- (iii) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme or any option granted thereunder.

(y) *Disclosure in annual and interim reports*

Our Company will disclose details of the Share Option Scheme in its annual and interim reports including the number of options, date of grant, exercise price, exercise period and vesting period during the financial year/period in the annual/interim reports in accordance with the Listing Rules in force from time to time.

(z) *Present status of the Share Option Scheme*

As at the Latest Practicable Date, no option had been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme, being 150,000,000 Shares in total.

2. Tax and other indemnities

Each of the Controlling Shareholders has entered into a deed of indemnity with and in favor of our Company (for itself and as trustee for each of its present subsidiaries) (being the contract referred to in paragraph (f) of the sub-section headed “Summary of material contracts” in this Appendix) to provide

indemnities on a joint and several basis in respect of, among other matters, taxation resulting from income, profits or gains earned, accrued or received as well as any property claim to which any member of our Group may be subject and payable on or before the date when the Global Offering becomes unconditional. Mr. Kang and Best Outlook have entered into a deed of indemnity with and in favour of our Company (being the contract referred to in paragraph (e) of the sub-section headed “Summary of material contracts in this Appendix) to provide indemnities on a joint and several basis in respect of any losses, costs and expenses incurred by the Group in any way whatsoever as a result of or in connection with, or any claims resulting from or arising as a result of or in connection with, any of (i) the transfer of the 25% equity interest in Shenyang Yuanda from Goldenwin to Yuanda Singapore on 24 July 2002; (ii) the transfer of such 25% equity interest in Shenyang Yuanda from Yuanda Singapore to the Company in November 2010; and (iii) the Company’s ownership in the 25% equity interest of Shenyang Yuanda following such transfer.

Referred to in the sections headed “Risk Factors — The trust arrangement between Mr. Kang and Goldenwin Company Limited in relation to the 25% of the equity interest in Shengyang Yuanda which was transferred to us is not documented by any formal legal agreement” and “History and Reorganization — Transfer of interest in Shengyang Yuanda by Goldenwin” of this prospectus.

3. Litigation

As at the Latest Practicable Date, save as disclosed in the paragraph headed “Legal Proceedings and Material Claims” in the section headed “Business” of this prospectus, no member of our Group was engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

4. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Stock Exchange for a listing of, and permission to deal in, all the Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option or options which may be granted under the Share Option Scheme).

5. Preliminary expenses

The estimated preliminary expenses incurred and paid by our Company were approximately HK\$102,500.

6. Promoter

Our Company has no promoter for the purposes of the Listing Rules. Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

7. Taxation of holders of Shares*(a) Hong Kong*

The sale, purchase and transfer of Shares registered with our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration of, if higher, of the fair 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. Our Directors have been advised that no material liability for estate duty under the laws of China or Hong Kong would be likely to fall upon any member of our Group.

(b) Cayman Islands

Under the present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfers of Shares.

(c) Consultation with professional advisers

Intending holders of the Shares are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, our Directors or the other parties involved in the Global Offering 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 exercise of any rights attaching to them.

8. Qualification of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

Name	Qualifications
Deutsche Bank AG, Hong Kong Branch	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, acting as one of the Joint Sponsors of the Global Offering
J.P. Morgan Securities (Asia Pacific) Limited	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), and type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities under the SFO, acting as one of the Joint Sponsors of the Global Offering
KPMG	Certified Public Accountants
Jingtian & Gongcheng	PRC legal advisors

Name	Qualifications
Conyers Dill & Pearman.....	Cayman Islands attorneys-at-law
Jones Lang LaSalle Sallmanns Limited.....	Property valuer
LEX Chambers.....	Qatar legal advisors
Khaled Al-Olaimi Law Firm .	Kuwait legal advisors

9. Consents of experts

Each of the experts named in paragraph 8 of this Appendix has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or opinion and/or the references to its name included herein in the form and context in which it is respectively included.

10. Interests of experts in our Company

None of the persons named in paragraph 8 of this Appendix is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in any member of our Group.

11. Binding effect

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

12. Miscellaneous

- (a) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
- (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (ii) 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;
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
 - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;

- (b) save as disclosed in this prospectus, there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
- (c) our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2010 (being the date to which the latest audited consolidated financial statements of our Group were made up);
- (d) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus;
- (e) the principal register of members of our Company will be maintained in the Cayman Islands by Butterfield Fulcum Group (Cayman) Limited and a branch register of members of our Company will be maintained in Hong Kong by Computershare Hong Kong Investor Services Limited. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Company's share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS;
- (f) no company within our Group is presently listed on any stock exchange or traded on any trading system; and
- (g) our Directors have been advised that, under the Companies Law, the use of a Chinese name by our Company does not contravene the Companies Law.

13. Bilingual Prospectus

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