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## UNDERWRITING

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### [REDACTED] UNDERWRITERS

#### **Joint Lead Managers**

[REDACTED]

#### **Co-Manager**

[REDACTED]

### [REDACTED] ARRANGEMENTS AND EXPENSES

[REDACTED]

*[REDACTED]*

Pursuant to the [REDACTED], our Company is [REDACTED] initially [REDACTED] Hong Kong [REDACTED] for [REDACTED] in Hong Kong on and subject to the terms and conditions of this [REDACTED] and the [REDACTED]. Subject to the [REDACTED] Committee granting [REDACTED] of, and permission to deal in, our [REDACTED] in issue and to be offered as mentioned herein and to certain other conditions set out in the [REDACTED], the [REDACTED] have agreed severally and not jointly to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong [REDACTED] [REDACTED] now being offered which are not taken up under the [REDACTED] on and subject to the terms and conditions of this [REDACTED], the [REDACTED] and the [REDACTED]. The [REDACTED] is conditional upon and subject to, among other things, the [REDACTED] having been signed and becoming unconditional and not having been terminated in accordance with its terms.

One of the conditions is that the [REDACTED] must be agreed between us and the [REDACTED], on behalf of the [REDACTED]. For applicants applying under the [REDACTED], this [REDACTED] and the [REDACTED] contain the terms and conditions of the [REDACTED]. The [REDACTED] will be fully underwritten by the [REDACTED]. If, for any reason, the [REDACTED] is not agreed between us and the [REDACTED], on behalf of the [REDACTED], the [REDACTED] will not proceed.

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## UNDERWRITING

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### *Grounds for Termination*

[REDACTED]

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## UNDERWRITING

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

**Undertakings to the Hong Kong Stock Exchange pursuant to the Hong Kong Listing Rules**

[REDACTED]

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## UNDERWRITING

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[REDACTED]

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## UNDERWRITING

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Undertakings pursuant to the [REDACTED]

[REDACTED]



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## UNDERWRITING

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[REDACTED]

### *Undertakings by the Controlling Shareholders*

[REDACTED]

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## UNDERWRITING

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

### *Undertakings by the Other Shareholders*

[REDACTED]

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## UNDERWRITING

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The [REDACTED]

[REDACTED]

**Total Commission and Expenses**

[REDACTED]

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## UNDERWRITING

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### Activities by Syndicate Members

[REDACTED]

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## UNDERWRITING

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### **[REDACTED] Interests in our Company**

Save as disclosed in this [REDACTED] and save for its obligations under the [REDACTED] Underwriting Agreement, none of the [REDACTED] Underwriters has any shareholding interests in our Company or the right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in [REDACTED].

Following the completion of the [REDACTED], the Underwriters and their affiliated companies may hold a certain portion of the [REDACTED] as a result of fulfilling their obligations under the Underwriting Agreements.

### **Other Services to our Company**

Certain of the Joint Global Coordinators, the [REDACTED] or their respective affiliates have, from time to time, provided and expect to provide in the future investment banking and other services to our Company and our respective affiliates, for which such Joint Global Coordinators, [REDACTED] or their respective affiliates have received or will receive customary fees and commissions.

### **Over-Allotment and Stabilization**

Details of the arrangements relating to the [REDACTED] and stabilization are set forth in the sections headed “Structure and Conditions of the [REDACTED] — The [REDACTED] — [REDACTED].”

### **Sponsors’ Independence**

As disclosed in the paragraph headed “History, Reorganization and Group Structure — Our Corporate Structure” in this [REDACTED], immediately after the [REDACTED], BOCIFP will be interested as to approximately 2.20% of our Company (assuming the [REDACTED], the option granted under the Pre-[REDACTED] Share Option Scheme and the option to be granted under the Share Option Scheme is not exercised). BOCIFP is wholly-owned by BOC International Holdings Limited. Other than disclosed above, BOC International Holdings Limited and its subsidiaries will not own any shareholding in the Company upon the [REDACTED].

As disclosed in the paragraph headed “History, Reorganization and Group Structure — Reorganization” in this [REDACTED], as a result of a series of fund transfers, an aggregate amount of US\$66.8 million also remains payable by Greater Honour and World Shining to the Macau Branch of Bank of China Limited as of the Latest Practicable Date.

As BOC International Holdings Limited and its subsidiaries hold less than 5% shareholding in the Company upon the [REDACTED] and the loan provided by the Macau Branch of Bank of China Limited to World Shining and Greater Honour accounted for less than 10% of the total assets of Bank of China Limited, the ultimate holding company of BOCI Asia Limited, as of December 31, 2013, BOCI Asia Limited is considered as an independent sponsor according to the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

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## UNDERWRITING

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As disclosed in the paragraph headed “History, Reorganization and Group Structure — Our Corporate Structure” in this [REDACTED], immediately after the [REDACTED], Saint Investment (Mauritius) and Broad Street collectively will be interested as to approximately 6.22% of our Company (assuming the [REDACTED], the option granted under the Pre-[REDACTED] Share Option Scheme and the option to be granted under the Share Option Scheme is not exercised). Saint Investment (Mauritius) and Broad Street are wholly-owned or controlled by The Goldman Sachs Group, Inc. Other than disclosed above, The Goldman Sachs Group, Inc. will not own any shareholding in the Company upon the [REDACTED].

As The Goldman Sachs Group, Inc. holds more than 5% shareholding in the Company upon the [REDACTED], Goldman Sachs (Asia) L.L.C. is not considered as an independent sponsor according to the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.