
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This Prospectus includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules of the SFO and the Listing Rules for the purpose of giving information to the public with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

1. there are no other facts the omission of which would make any statement in this Prospectus misleading;
2. the information contained in this Prospectus is accurate and complete in all material aspects and is not misleading; and
3. all opinions expressed in this Prospectus have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

FULLY UNDERWRITTEN

The Global Offering comprises the International Placing and the Public Offer. Details of the structure and conditions of the Global Offering are set out in the section headed "Structure and conditions of the Global Offering" in this Prospectus. This Prospectus is published in connection with the Global Offering, together with the related application forms, sets out the terms and conditions of the Global Offering.

The Global Offering is sponsored by BNP Paribas and fully underwritten by the Underwriters. Information relating to the underwriting arrangements is set out in the section headed "Underwriting" in this Prospectus.

DETERMINATION OF THE OFFER PRICE

The Offer Shares are being offered at the Offer Price which will be determined by the Global Coordinator (on behalf of the Underwriters), the Selling Shareholder and the Company at or about 8:00 a.m., 10 October 2007 (Hong Kong time), or such later time as may be agreed between the Global Coordinator (on behalf of the Underwriters), the Selling Shareholder and the Company, but in any event no later than noon, 10 October 2007.

If the Global Coordinator (on behalf of the Underwriters), the Selling Shareholder and the Company are unable to reach an agreement on the Offer Price at or about 8:00 a.m., 10 October 2007, or such later time as may be agreed between the Global Coordinator (on behalf of the Underwriters), the Selling Shareholder and the Company, but in any event no later than noon, 10 October 2007, the Global Offering will not become unconditional and will lapse.

SELLING RESTRICTIONS

No action has been taken to permit an offering of the Offer Shares or the distribution of this Prospectus and/or the related application forms in any jurisdiction other than Hong Kong. Accordingly, this Prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

The Offer Shares are offered to the public in Hong Kong for subscription solely on the basis of the information contained and the representations made in this Prospectus and the related application forms. No person is authorised in connection with the Global Offering to give any information or to make any representation not contained in this Prospectus, and any information or representation not contained in this Prospectus must not be relied upon as having been authorised by the Selling Shareholder, the Company, BNP Paribas, the Underwriters, any of their respective directors or any other person involved in the Global Offering.

Each person acquiring the Offer Shares will be required, and is deemed by his acquisition of the Offer Shares, to confirm that he is aware of the restrictions on offers of the Offer Shares described in this Prospectus and that he is not acquiring, and has not been offered any Offer Shares in circumstances that contravene any such restrictions.

This Prospectus is also being distributed in electronic format on CD ROM to Qualifying CP Shareholders. The CD ROM may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. Neither the CD ROM nor any of its contents is a public offer of securities for sale in any other jurisdictions other than Hong Kong. Neither the CD ROM, any of its contents, nor any copy of it may be forwarded, distributed or reproduced in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the laws of that jurisdiction. By accepting the CD ROM, Qualifying CP Shareholders are deemed to agree to be bound by the foregoing instructions.

The following information is provided for guidance only. Prospective applicants for Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

Italy

This Prospectus has not been and will not be filed with or approved by the Italian securities market regulator (Commissione Nazionale per le Società e la Borsa — the “CONSOB”), pursuant to Legislative Decree No. 58 of 24 February 1998 (as amended, the “Finance Law”) and to CONSOB Regulation No. 11971 of 14 May 1999 (as amended, the “Issuers Regulation”). Accordingly, this Prospectus or any other document relating to the Offer Shares may not be distributed, made available or advertised in Italy, nor may the Offer Shares be offered, purchased, sold, promoted, advertised or delivered, directly or indirectly, to the public other than (i) to “Professional Investors” (such being the persons and entities as defined pursuant to Article 2(1)(e) of the EU Directive 71/2003, the “Prospectus Directive”, pursuant to Article 100 of the Finance Law; (ii) to prospective investors where the offer of the Offer Shares is subject to a minimum investment requirement of EUR50,000 or to a maximum, in Italy, of 100 investors, pursuant to Article 100 of the Finance Law and Article 33 of the Issuers Regulation; or otherwise in reliance on a total exemption from the investment solicitation rules pursuant to, and in compliance with the conditions set forth by Article 100 of the Finance Law or Article 33 of the Issuers Regulation, or by any applicable exemption; and provided that any such offer, sale, promotion, advertising or delivery of the Offer Shares or distribution of the Prospectus, or any part thereof, or of any other document or material relating to the Offer Shares in Italy is made: (a) by investment firms, banks or financial intermediaries enrolled in the special register provided for in Article 107 of the Legislative Decree No. 385 of 1 September 1993 as amended (the “Banking Law Consolidated Act”), to the extent duly authorised to engage in the placement and/or underwriting of financial instruments in Italy in accordance with the relevant provisions of the Finance Law and in compliance with the relevant implementing regulations or (b) by foreign banks or financial institutions (the controlling shareholding

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

of which is owned by one or more banks located in the same EU Member State) authorised to place and distribute securities in Italy pursuant to Articles 15, 16 and 18 of the Banking Law Consolidated Act; (c) in each case in compliance with any relevant limitations or procedural requirements the Bank of Italy or CONSOB or any other competent authority may impose upon the offer or sale of the Offer Shares.

Singapore

This Prospectus has not been and will not be lodged with and registered by the Monetary Authority of Singapore (“MAS”) in Singapore as a prospectus under the Securities and Futures Act, Chapter 289 of Singapore (“SFA”) and the Global Offering is made pursuant to an exemption invoked under Sections 274 and 275 of the SFA. Accordingly, this Prospectus and any other document or material in connection with the Global Offering may not be issued, circulated or distributed in Singapore, nor may any of the Offer Shares be offered for subscription or purchase, whether directly or indirectly, nor may any Offer Shares be made the subject of an invitation or offer for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Offer Shares are subscribed or purchased under Section 275 by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Offer Shares pursuant to an offer made under Section 275 except:

- (1) to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than SGD200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;
- (2) where no consideration is or will be given for the transfer; or
- (3) where the transfer is by operation of law.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

The Netherlands

No offer of the Offer Shares has been or will be made to the public in the Netherlands prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) or has been approved by the competent authority in another member state of the European Economic Area which has implemented the Prospectus Directive and notified the Dutch Authority for the Financial Markets, except that an offer of the Offer Shares may be made to the public in the Netherlands at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than Euro 43,000,000 and (iii) an annual net turnover of more than Euro 50,000,000, as shown in its last annual or consolidated accounts; or
- (c) in any other circumstances which do not require the publication of a prospectus pursuant to Article 3 sub 2 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer of the Offer Shares to the public” in relation to any Offer Shares in the Netherlands making a sufficiently determined offer to more than one person to conclude a contract to purchase, or subscribe for or otherwise acquire the Offer Shares, or issuing an invitation to make an offer on such Offer Shares, and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in the Netherlands.

If the Offer Shares are offered in the Netherlands upon reliance of Article 3 sub 2(a) of the Prospectus Directive, then “qualified investors” shall have the meaning of “qualified investor (*gekwalificeerde belegger*)” as defined in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

France

The Offer Shares may not be offered or sold, directly or indirectly, and copies of this Prospectus or other documents or materials relating to the Global Offering may not be distributed or caused to be distributed, directly or indirectly, in France except to corporate entities having the status of “qualified investors” (*investisseurs qualifiés*) and acting for their own account, as defined in, and in accordance with, Article L.411-2 of the French Code Monétaire et Financier, or otherwise in circumstances which have not resulted and will not result in a public offering (*appel public à l'épargne*) in France as defined in Article L.411-1 of the French Code Monétaire et Financier. In accordance with Article 211-4 of the General Regulations (*Règlement Général*) of the French Autorité des Marchés Financiers, such qualified investors (*investisseurs qualifiés*) are informed that: (i) neither the Prospectus nor any other offering material in relation to the Offer Shares has been or will be lodged or registered with the French Autorité des Marchés Financiers; (ii) they must participate in the offering for their own account, in the conditions set out in Articles D.411-1, D.411-2, D.734-1, D.744-1, D.754-1 and D.764-1 of the French Code Monétaire et Financier; and (iii) the direct or indirect resale to the public in France of the Offer Shares can only be made in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Code Monétaire et Financier.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

United Kingdom

This prospectus has not been approved under Section 21 of the Financial Services and Markets Act 2000 (“FSMA”) by a person authorised under the FSMA in the United Kingdom. This prospectus is being distributed in the United Kingdom only to, and is directed only at, (i) investment professionals, as defined in Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion Order) 2005 (the “FSMA Order”), and (ii) persons falling within Article 49 of the FSMA Order (all such persons together being referred to as “relevant persons”). This prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this prospectus relates is available only to relevant persons and will be engaged in only with relevant persons. Persons of any description, including those who do not have professional experience in matters relating to investments should return this document to the Global Coordinator and take no further action.

The Offer Shares may not be offered or sold in the United Kingdom except to persons who are qualified investors within the meaning of Section 86 of the FSMA as amended by the Prospectus Regulations 2005 or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom for the purposes of the FSMA or the Prospectus Regulations 2005.

In addition, no person may issue or pass on to any person in the United Kingdom any documents received by him in connection with the issue or sale of any Offer Shares or communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in relation to the Offer Shares unless the recipient is a relevant person.

European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive 2003/71/EC (“Prospectus Directive”) (each a “Relevant Member State”), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “Relevant Implementation Date”), the Offer Shares have not been and will not be offered to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive and any relevant implementing measures in the Relevant Member State, except for the Offer Shares that have been or will be offered to the public, with effect from and including the Relevant Implementation Date, in that Relevant Member State at any time: (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities; (b) to any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year, (ii) a total balance sheet of more than Euro 43,000,000 and (iii) an annual net turnover of more than Euro 50,000,000, as shown in its last annual or combined accounts; or (c) in any other circumstances which do not require the publication of a prospectus under article 3 of the Prospectus Directive. The expression “offered to public” in relation to the Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Offer Shares so as to enable an investor to decide to purchase or subscribe for the Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

Canada

This Prospectus has not been filed with a securities regulatory authority in any province or territory of Canada. The Offer Shares may not be offered or sold, directly or indirectly, in any province or territory of Canada or to, or for the benefit of, any resident of any province or territory of Canada except pursuant to an exemption from the requirement to file a prospectus in the province or territory of Canada in which such offer or sale is made and only by a dealer duly registered under the applicable securities laws of that province or territory or in circumstances where an exemption from the applicable registered dealer requirements is available.

Japan

The Offer Shares which are being offered hereby have not been or will not be registered under the Securities and Exchange Law of Japan (or the Financial Instruments and Exchange Law) (Law No. 25 of 1948, as amended, the “Exchange Law”). None of the Offer Shares may be offered, re-offered, sold or re-sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except: (i) in compliance with the registration requirements of the Exchange Law or pursuant to any exemption available from such registration requirements; and (ii) in compliance with any other applicable requirements of Japanese law, regulations and ministerial guidelines. Such other applicable requirements may include (a) the reporting or other regulations under the Foreign Exchange and Foreign Trade Law of Japan (Law No. 228 of 1949, as amended) and the regulations promulgated thereunder, (b) restrictions on transferability under the Exchange Law, and (c) regulations of the Japan Securities Dealers Association. As used in this paragraph, a “resident of Japan” means any individual residing in Japan and business offices in Japan, including any corporation or other entity established under the laws of Japan.

United States

The Offer Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or territory of the United States and, accordingly, may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, US Persons, except to qualified institutional buyers in reliance on the exemption from the registration requirements provided by Rule 144A and outside the United States pursuant to Regulation S.

The Offer Shares are being offered and sold outside the United States to non-US Persons pursuant to Regulation S. In addition, until 40 days after the later of the commencement of the Global Offering and the date of closing of the Global Offering, an offer or sale of the Offer Shares within the United States by any dealer (whether or not participating in the Global Offering) may violate the registration requirements of the US Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or pursuant to another exemption from, or in a transaction not subject to, such registration requirements. Terms used above have the meanings set forth in Regulation S.

Neither the US Securities and Exchange Commission nor any state securities commission in the United States or any other US regulatory authority has approved or disapproved of the Offer Shares or passed upon or endorsed the merits of the Global Offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

PRC

This Prospectus may not be circulated or distributed in the PRC and the Offer Shares may not be offered or sold directly or indirectly to any resident of the PRC, or offered or sold to any person for re-offering or re-sale directly or indirectly to any resident of the PRC except pursuant to applicable PRC laws and regulations.

South Africa

This Prospectus has not been registered as a prospectus in accordance with the Companies Act, 1973 (as amended) of the Republic of South Africa. The offer of the Offer Shares is not an offer to the public in the Republic of South Africa in that it is made only to existing shareholders of CITIC Pacific in the Republic of South Africa and it is only capable of acceptance by existing shareholders of CITIC Pacific in the Republic of South Africa. It is the responsibility of a prospective purchaser who is resident in the Republic of South Africa to ensure that it has the necessary approvals to acquire any Offer Shares under the Exchange Control Regulations, 1961 (as amended) promulgated under the Currency and Exchange Act, 1933 (as amended).

United Arab Emirates

This Prospectus is not intended to constitute an offer, sale or delivery of shares or other securities under the laws of the United Arab Emirates or any free zone situated therein (“UAE”). The Offer Shares have not been and will not be registered under Federal Law No.4 of 2000 Concerning the Emirates Securities and Commodities Authority, or with the UAE Central Bank, the Dubai Financial Market, the Dubai International Financial Exchange, the Dubai Financial Services Authority (“DFSA”), the Abu Dhabi Securities Market or with any other UAE exchange or regulatory authority.

The Offer Shares have not been approved or licensed by the UAE Central Bank, the Emirates Securities and Commodities Authority, the DFSA or any other relevant licensing authorities in the UAE, and this Prospectus do not constitute a public offer of securities in the UAE in accordance with the Commercial Companies Law, Federal Law No.8 of 1984 (as amended), the Offered Security Rules of the DFSA or otherwise.

In relation to its use in the UAE, this Prospectus is strictly private and confidential and is being distributed to a limited number of professional and sophisticated investors only and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The Offer Shares may not be offered, sold, promoted or advertised, directly or indirectly, to the public in the UAE.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

Application has been made to the listing committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this Prospectus (including the Capitalisation Issue, the Global Offering and the Shares which may fall to be issued on the exercise of subscription rights attached to options granted under the Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme).

No part of the share or loan capital of the Company is listed or dealt in on any other stock exchange and, at present, no such listing or permission to deal is being or is proposed to be sought on any other stock exchange in the near future.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

Under section 44B(1) of the Companies Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Offer Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to the Company by the Stock Exchange.

HONG KONG REGISTER AND STAMP DUTY

The Company's register of members will be maintained by the Company's Share Registrar in Hong Kong. All Shares issued pursuant to applications made in the Public Offer and the International Placing will be registered on the Company register of members to be maintained in Hong Kong.

Dealings in the Shares registered in the register of the Company in Hong Kong will be subject to Hong Kong stamp duty.

Unless determined otherwise by the Company, dividends payable in Hong Kong dollars in respect of Shares will be paid to the Shareholders on the share register of the Company, by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder.

PROFESSIONAL TAX ADVICE RECOMMENDED

Applicants for the Offer Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding and dealing in the Shares. It is emphasised that none of the Selling Shareholder, the Company, the Underwriters, the Sponsor, any of their respective directors, agents or advisers or any other person involved in the Global Offering accepts responsibility for any tax effects or liabilities of holders of Shares resulting from the subscription, purchase, holding or disposal of Shares.

STABILISATION AND OVER-ALLOTMENT OPTION

In connection with the Global Offering, BNP Paribas or any person acting for it may over-allot or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on BNP Paribas or any person acting for it to do this. Such stabilisation action, if taken, may be discontinued at any time, and is required to be brought to an end after a limited period.

In connection with the Global Offering, the Selling Shareholder has granted to BNP Paribas the Over-allotment Option, which will be exercisable in full or in part by BNP Paribas no later than 30 days from the last day for lodging applications under the Public Offer. Pursuant to the Over-allotment Option, the Selling Shareholder may be required to sell at the Offer Price up to an additional 117,000,000 Sale Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, in connection with over-allocations in the International Placing, if any.

Further details with respect to stabilisation and the Over-allotment Option are set out in the section headed "Structure and conditions of the Global Offering — Over-allotment Option and stabilisation" in this Prospectus.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

PROCEDURE FOR APPLICATION FOR THE PUBLIC OFFER SHARES

The procedure for applying for the Public Offer Shares is set out under the section headed “How to apply for Public Offer Shares and Reserved Shares” in this Prospectus and on the relevant application forms.

ROUNDING

Any discrepancies in any table between totals and sums of amounts listed herein are due to rounding.

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its conditions, are set out under the section headed “Structure and conditions of the Global Offering” of this Prospectus.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence on or about 17 October 2007, Shares will be traded in board lots of 1,000 Shares each.