

---

## 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 Exchange Listing) Rules and the Listing Rules for the purpose of giving information with regard to us. Our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this prospectus and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this prospectus misleading.

We have not authorized anyone to provide any information or to make any representation not contained in this prospectus. You should not rely on any information or representation not contained in this prospectus as having been authorized by us, the Joint Sponsors, the Joint Global Coordinators, the Underwriters, any other person involved in this Global Offering or any of our or their respective directors. Neither the delivery of this prospectus nor any offering, sale or delivery of our Shares should, under any circumstances, constitute a representation or presumption that there has been no change or development reasonably likely to involve a change in the affairs of our company since the Latest Practicable Date or create any implication that the information contained in this prospectus is correct as of any date subsequent to the Latest Practicable Date.

### **CSRC Approval**

CSRC approved on June 6, 2007 the Global Offering and the submission of the application to list our Shares on the Stock Exchange. In granting such approval, CSRC accepts no responsibility for our financial soundness nor the accuracy of any of the statements made or opinions expressed in this prospectus or in the Application Forms.

### **Underwriting**

The Global Offering comprises the Hong Kong Public Offering of initially 70,200,000 Hong Kong Offer Shares and the International Offering of initially 631,800,000 International Offer Shares, subject, in each case, to reallocation on the basis as described in the section entitled "Structure of the Global Offering" in this prospectus and the exercise of the Over-allotment Option.

This prospectus is published solely in connection with the Hong Kong Public Offering. The Joint Sponsors are sponsoring the listing of our Shares on the Stock Exchange. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis under the terms of the Hong Kong Underwriting Agreement. One of the conditions is that we and the Joint Global Coordinators on behalf of the Underwriters have agreed on the Offer Price. The International Offering is managed and fully underwritten by the International Underwriters under the terms of the International Underwriting Agreement, including agreement on the Offer Price.

We expect that the Offer Price will be fixed by agreement between us and the Joint Global Coordinators on behalf of the Underwriters on the Price Determination Date, which is expected to be

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

on or around November 21, 2007, and in any event no later than November 26, 2007. If, for any reason, we and the Joint Global Coordinators on behalf of the Underwriters cannot agree on the Offer Price, the Global Offering will not proceed. For information about the Underwriters and the underwriting arrangements, see “Underwriting” in this prospectus.

### **Restrictions on the Use of this Prospectus**

No action has been taken to permit a public offering of the Offer Shares, other than in Hong Kong, or the distribution of this prospectus 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 authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sales of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or any exemption therefrom.

### **Application for Listing on the Stock Exchange**

We have applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, our Shares, including our Offer Shares, any additional Shares which may be offered and sold pursuant to the exercise of the Over-allotment Option. We expect dealing in our Shares on the Stock Exchange to commence on November 28, 2007.

Except as disclosed in this prospectus, no part of our share or loan capital is listed on or dealt in on any other stock exchange. We are not seeking or proposing to seek a listing of, or permission to list, our share or loan capital on any other stock exchange.

### **Our Shares Will Be Eligible for Admission into CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, our Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading day after a trade. You should seek advice of your stockbroker or other professional advisors for details of those settlement arrangements as such arrangements will affect your rights and interests.

We have made all necessary arrangements for our Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

### **Professional Tax Advice Recommended**

You should consult your professional advisors if you are in any doubt as to the taxation implications of subscription for, purchasing, holding or disposing of, and dealing in, our Shares (or exercising rights attaching to them) under the laws of the place of your operations, domicile, residence, citizenship or incorporation. We emphasize that none of the Joint Global Coordinators, Joint Sponsors, Underwriters, us, any other person or party involved in the Global Offering or any of our or their respective directors and advisors accepts responsibility for your tax effects or liabilities resulting from your subscription for, purchase, holding or disposing of, or dealing in, our Shares or your exercise of any rights attaching to our Shares.

### **Hong Kong Register and Stamp Duty**

All Offer Shares issued pursuant to applications made in the Hong Kong Public Offering will be registered in our share register to be maintained in Hong Kong. Dealings in our Offer Shares will be subject to Hong Kong stamp duty. For further details on Hong Kong stamp duty, see “Appendix V — Taxation” to this prospectus.

### **Over-allotment and Stabilization**

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the newly issued securities in the secondary market during a specified period of time to retard and, if possible, prevent a decline in the initial public offering price of the securities. In Hong Kong, activities aimed at reducing the market price is prohibited and the price at which stabilization is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilizing Manager, or any person acting for it, may over-allocate or effect any other transactions with a view to stabilizing or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period of time after the Listing Date. Any such market purchases will be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilizing Manager or any person acting for it to conduct any such stabilizing activity, which, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager or any person acting for it and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within a limited period. The number of Shares that may be over-allocated will not exceed the number of Shares that may be issued or sold upon exercise of the Over-allotment Option, being 105,300,000 Shares in aggregate, which is 15% of the number of Offer Shares initially available under the Global Offering.

Stabilizing actions permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilization) Rules include:

- (i) over-allocation for the purpose of preventing or minimizing any reduction in the market price of the Shares;

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

- (ii) selling or agreeing to sell Shares so as to establish a short position in them for the purpose of preventing or minimizing any reduction in the market price of the Shares;
- (iii) subscribing, or agreeing to subscribe, for the Shares pursuant to the Over-allotment Option in order to close out any position established under (i) or (ii) above;
- (iv) purchasing, or agreeing to purchase any Shares for the sole purpose of preventing or minimizing any reduction in the market price of the Shares;
- (v) selling or agreeing to sell any shares to liquidate a long position held as a result of those purchases; and
- (vi) offering or attempting to do anything described in (ii), (iii), (iv) or (v) above.

As a result of effecting transactions to stabilize or maintain the market price of our Shares, the Stabilizing Manager, or any person acting for it, may maintain a long position in our Shares. The size of the long position, and the period for which the Stabilizing Manager, or any person acting for it, will maintain the long position is at the discretion of the Stabilizing Manager and is uncertain. In the event that the Stabilizing Manager liquidates this long position by making sales in the open market, this may lead to a decline in the market price of our Shares.

Stabilizing action by the Stabilizing Manager, or any person acting for it, is not permitted to support the price of our Shares for a period longer than the stabilizing period, which begins on the day on which trading of our Shares first commences on the Stock Exchange (i.e. the Listing Date) and ends on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. Therefore, the stabilizing period is expected to end on or before December 20, 2007. As a result, demand for our Shares, and their market price, may fall after the end of the stabilizing period.

We will ensure or procure that a public announcement in compliance with the Securities and Futures (Price Stabilizing) Rules will be made within seven days of the expiration of the stabilizing period.

Any stabilizing action taken by the Stabilizing Manager, or any person acting for it, may not necessarily result in the market price of our Shares staying at or above the Offer Price either during or after the stabilizing period. Bids for or market purchases of our Shares by the Stabilizing Manager, or any person acting for it, may be made at a price at or below the Offer Price and therefore at or below the price paid by subscribers or purchasers for our Shares, including you.

In particular, for the purpose of covering such over-allocations, the Stabilizing Manager may borrow up to 105,300,000 Shares from Sinotruk (BVI), equivalent to the maximum number of Shares to be offered on the full exercise of the Over-allotment Option, under the Stock Borrowing Agreement expected to be entered into between the Stabilizing Manager (or any person acting on its behalf) and

---

## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

---

Sinotruk (BVI). In reliance on Rule 10.07(3) of the Listing Rules, Sinotruk (BVI) is expected to enter into and perform its obligations under the Stock Borrowing Agreement subject to the following requirements in accordance with the requirements of Rule 10.07(3) of the Listing Rules:

- the Stock Borrowing Agreement will be for the sole purpose of covering any short positions prior to the exercise of the Over-allotment Option in connection with the International Offering;
- the maximum number of Shares borrowed from Sinotruk (BVI) will be limited to the maximum number of Shares which may be issued and allotted upon exercise of the Over-allotment Option;
- the same number of Shares so borrowed must be returned to Sinotruk (BVI) within three business days following the earlier of (i) the last day on which the Shares may be issued and allotted pursuant to the Over-allotment Option, and (ii) the day on which the Over-allotment Option is exercised in full and the relevant over-allotment Shares have been sold;
- borrowing of stock pursuant to the Stock Borrowing Agreement will be effected in compliance with all applicable laws and regulatory requirements; and
- no payment will be made to Sinotruk (BVI) in relation to the Stock Borrowing Agreement.

### **Procedure for Application for Hong Kong Offer Shares**

You may find the application procedure for our Hong Kong Offer Shares in the sections entitled “How to Apply for Hong Kong Offer Shares” and “Further Terms and Conditions of the Hong Kong Public Offering” in this prospectus and on the relevant Application Forms.

### **Structure of the Global Offering**

You may find details of the structure of the Global Offering, including its conditions, in the section entitled “Structure of the Global Offering” in this prospectus.

### **Exchange Rate Conversion**

Unless otherwise specified, the translations in this prospectus of Renminbi into Hong Kong dollars are made at the PBOC Rate of HK\$1.00 equaling Rmb 0.96035, being the PBOC Rate on November 5, 2007. We make no representations and none should be construed as being made, that any of the Renminbi or Hong Kong dollar amounts contained in this prospectus could have been or could be converted into amounts of any other currencies at any particular rate or at all on such date or any other date.

### **Rounding**

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