
IMPORTANT

If there is any doubt about any of the contents of this supplemental prospectus, you should obtain independent professional advice.

This is a supplemental prospectus (the “Supplemental Prospectus”) issued by WH Group Limited (the “Company”) which amends and supplements the prospectus dated April 15, 2014 (the “Prospectus”) issued by the Company in connection with the Global Offering and the listing of its Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). A copy of this Supplemental Prospectus in its English and Chinese versions, together with (a) a printed copy of the confirmation form (the “Confirmation Form”), (b) a certificate in the approved format as to the accuracy of the Chinese translation of this Supplemental Prospectus and the Confirmation Form, (c) a certificate in the approved format as to the competency of the Chinese translator given by the Joint Sponsors, (d) the additional material contracts referred to in the paragraph headed “6. Amendments to the Prospectus — Appendix IV — Statutory and General Information” in this Supplemental Prospectus, and (e) the written consents of the Joint Sponsors and Deloitte Touche Tohmatsu to the issue of this Supplemental Prospectus with the inclusion of their respective names and references in the form and context in which they respectively appear in this Supplemental Prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Supplemental Prospectus or any of the other documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Supplemental Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplemental Prospectus.

Potential investors should read this Supplemental Prospectus in conjunction with the Prospectus in order to understand the offer to which the documents relate, in particular before confirming applications in respect of the Hong Kong Public Offering Shares which have already been submitted. To the extent that anything in this Supplemental Prospectus qualifies or contradicts anything in the Prospectus, this Supplemental Prospectus amends the Prospectus.

This Supplemental Prospectus, for which the Directors (including our independent non-executive Directors) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors (including our independent non-executive Directors), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplemental Prospectus is accurate and complete in all material respects and not misleading in any material respect and there are no other matters the omission of which would make any statement herein or this Supplemental Prospectus misleading in any material respect.

Unless otherwise defined herein, terms used in this Supplemental Prospectus shall have the same meanings as those defined in the Prospectus.



WH Group Limited 萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 288)

SUPPLEMENTAL PROSPECTUS

We are issuing this Supplemental Prospectus pursuant to section 1(a)(i) of Part 1 of the Twentieth Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and Rule 11.13 of the Listing Rules. This Supplemental Prospectus amends and supplements the Prospectus and should be read in conjunction with the Prospectus. It should also be read together with the Application Forms and the Confirmation Form.

Copies of this Supplemental Prospectus and the Confirmation Form may be obtained from 9:00 a.m. to 5:00 p.m. on Friday, April 25, 2014, Monday, April 28, 2014 and Tuesday, April 29, 2014 at any of the places stated in the sections headed “11. Addresses of the Hong Kong Underwriters” and “12. Relevant branches of the receiving banks” in this Supplemental Prospectus and also at the Depository Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. This Supplemental Prospectus will also be available at the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.wh-group.com. The contents of the Company’s website do not form part of this Supplemental Prospectus. No reliance shall be placed on the other contents of the Company’s website.

You must confirm your application for the Hong Kong Public Offering Shares before 5:00 p.m., Hong Kong time, on Tuesday, April 29, 2014 as stipulated in item 3 of the revised expected timetable in this Supplemental Prospectus. If you have made a valid application for the Hong Kong Public Offering Shares, but do not confirm the application for Hong Kong Public Offering Shares in accordance with the procedures for confirmation set out in the section headed “9. Confirmation of applications” in this Supplemental Prospectus (including returning the Confirmation Form), you will be taken as not proceeding with your application, and your application will be rejected and your application monies will be refunded as stipulated in items 9 and 10 of the revised expected timetable in this Supplemental Prospectus. The Company has sent a copy of the announcement dated April 25, 2014 regarding (1) the Supplemental Prospectus and (2) the Confirmation Form to all Eligible Applicants (as defined below) to inform them of the arrangements under which they may confirm their applications.

April 25, 2014

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1. REDUCTION OF THE NUMBER OF OFFER SHARES UNDER THE GLOBAL OFFERING

We, in consultation with the Underwriters' Representatives (for themselves and on behalf of the Underwriters) and after taking into consideration the current market conditions, have determined to reduce the number of Offer Shares to be offered under the Global Offering from 3,654,980,000 Offer Shares to 1,299,550,000 Offer Shares (subject to the Over-allotment Option, which has been reduced to 194,932,500 Shares).

The Offer Price range remains unchanged. The Offer Price will not be more than HK\$11.25 per Offer Share and is expected to be not less than HK\$8.00 per Offer Share.

The Hong Kong Underwriting Agreement dated April 14, 2014 is conditional upon and subject to, among other things, the execution of the International Underwriting Agreement.

The following table sets forth a summary of material information with respect to the revised timetable for the Global Offering as a result of the reduction in the number of Offer Shares to be offered pursuant thereto, and all references in the Prospectus are hereby amended accordingly:

	Original structure of the Global Offering as stated in the Prospectus	Revised structure of the Global Offering
Number of Offer Shares under the Global Offering:	3,654,980,000 Shares (comprising 2,923,980,000 new Shares and 731,000,000 Sale Shares, and subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option)	1,299,550,000 Shares, consisting of new Shares only (subject to the Over-allotment Option)
Number of Hong Kong Public Offering Shares:	182,749,000 Shares (subject to reallocation and the Offer Size Adjustment Option)	64,978,000 Shares (subject to reallocation)
Number of International Offering Shares:	3,472,231,000 Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option) of which 2,741,231,000 are new Shares offered for sale by us and 731,000,000 are Sale Shares offered for sale by the Selling Shareholders	1,234,572,000 Shares, consisting of new Shares only (subject to reallocation and the Over-allotment Option)

	Original structure of the Global Offering as stated in the Prospectus	Revised structure of the Global Offering
Offer Size Adjustment Option:	The option granted by the Option Selling Shareholders to the Hong Kong Underwriters under the Hong Kong Underwriting Agreement and to be granted to the International Underwriters under the International Underwriting Agreement, exercisable by the Underwriters' Representatives on behalf of the Underwriters on or before the Price Determination Date, to require the Option Selling Shareholders to sell up to 730,996,000 additional Shares, at the Offer Price, representing up to 20% of the total number of Offer Shares initially available under the Global Offering, to cover additional market demand, as necessary, as described in the section headed "Structure of the Global Offering"	There will be no Offer Size Adjustment Option
Over-allotment Option:	The option to be granted by the Over-allotment Selling Shareholders to the International Underwriters exercisable by the Underwriters' Representatives on behalf of the International Underwriters under the International Underwriting Agreement, to require the Over-allotment Selling Shareholders to sell up to 548,247,000 additional Shares at the Offer Price, representing up to 15% of the total number of Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering, if any	The option to be granted by the Company to the International Underwriters exercisable by the Underwriters' Representatives on behalf of the International Underwriters under the International Underwriting Agreement, to require the Company to allot and issue up to 194,932,500 additional Shares at the Offer Price, representing up to 15% of the total number of Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering, if any

	Original structure of the Global Offering as stated in the Prospectus	Revised structure of the Global Offering
Indicative Offer Price range ⁽¹⁾ :	HK\$8.00 to HK\$11.25	HK\$8.00 to HK\$11.25
Final Offer Price:	To be determined	To be determined ⁽²⁾
The period when the Eligible Applicants may lodge confirmations of their applications for the Hong Kong Public Offering Shares under the Hong Kong Public Offering in full:	Not applicable	9:00 a.m. to 5:00 p.m. on Friday, April 25, 2014, Monday, April 28, 2014 and Tuesday, April 29, 2014
The latest time by which the Eligible Applicants may lodge confirmations of their applications for the Hong Kong Public Offering Shares under the Hong Kong Public Offering in full:	Not applicable	5:00 p.m. on Tuesday, April 29, 2014 or, if there is a “black” rainstorm warning or a tropical cyclone warning signal number eight or above in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on Tuesday, April 29, 2014, the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on such day (“Closure of Confirmation Period”)
Announcement of results allocations:	Tuesday, April 29, 2014	Wednesday, May 7, 2014
Dispatch of refund cheques in respect of wholly or partially unsuccessful application(s) ⁽³⁾ :	on or before Tuesday, April 29, 2014	Wednesday, May 7, 2014
Dispatch of Share certificates:	on or before Tuesday, April 29, 2014	Wednesday, May 7, 2014
Expected Listing Date:	Wednesday, April 30, 2014	Thursday, May 8, 2014
Nominal value:	US\$0.0001 per Share	US\$0.0001 per Share
Board lot size:	500 Shares	500 Shares
Estimated net proceeds of the Global Offering payable to us:	US\$2,948 million — US\$4,154 million	US\$1,299 million — US\$1,835 million ⁽⁴⁾

Notes:

- (1) This excludes brokerage, SFC transaction levies and Stock Exchange trading fees, which amount to 1.008% of the Offer Price.
- (2) The Price Determination Date is expected to be on or around April 29, 2014 (at a time no earlier than the Closure of Confirmation Period).

- (3) Refunds will be issued in respect of wholly or partially unsuccessful applications and unconfirmed applications, and in respect of successful applicants in the event that the Offer Price as finally determined is less than HK\$11.25.
- (4) This assumes there is no exercise of the Over-allotment Option.

On the close of the application lists on April 22, 2014, approximately 32% of the Offer Shares initially offered under the Hong Kong Public Offering was subscribed. As such, applicants who have validly applied for Hong Kong Public Offering Shares may assume, for the purposes of deciding whether or not to proceed with the application as a result of the reduction in the number of Offer Shares under the Global Offering, that the relevant applicant will be allotted the number of Hong Kong Public Offering Shares for which the relevant applicant has submitted a duly completed Confirmation Form in accordance with the terms set forth in this Supplemental Prospectus.

2. WITHDRAWAL OF SALE SHARES

The Selling Shareholders, being Goldman Sachs, Mountain King Investments Limited, Ample Colour Limited, CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited, CDH V Sunshine II Limited, Focus Chevalier Investment Co., Ltd., Blue Air Holdings Limited, Cardilli Limited and Dunearn Investments (Mauritius) Pte Ltd, have decided to withdraw all of the 731,000,000 Sale Shares from the International Offering and all references to “Sale Shares” and “Selling Shareholders” in the Prospectus have been deleted.

3. OFFER SIZE ADJUSTMENT OPTION

The Offer Size Adjustment Option had not been exercised by the Underwriters’ Representatives on behalf of the Underwriters on or before April 22, 2014 and has therefore lapsed, and all references to the “Offer Size Adjustment Option” and the “Option Selling Shareholders” in the Prospectus have been deleted.

4. OVER-ALLOTMENT OPTION

The Over-allotment Selling Shareholders, being CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited, have decided to withdraw all of the 548,247,000 Sale Shares from the Over-allotment Option. The Over-allotment Option is now expected to be granted by the Company, instead of the Over-allotment Selling Shareholders, to the International Underwriters exercisable by the Underwriters’ Representatives on behalf of the International Underwriters under the International Underwriting Agreement. Under the Over-allotment Option, the Company may be required to allot and issue up to 194,932,500 additional Shares, representing up to 15% of the total number of Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering, if any.

All references to the “Over-allotment Selling Shareholders” in the Prospectus have been deleted.

5. NO ASSURANCE THAT THE GLOBAL OFFERING WILL BE COMPLETED

The Hong Kong Underwriting Agreement is conditional upon and subject to, among other things, the execution of the International Underwriting Agreement. The International Underwriting Agreement is expected to be executed and entered into by, among others, the Company and the International Underwriters on or around April 29, 2014. There is no assurance that the International Underwriting Agreement will be executed or that the Global Offering can be completed.

6. AMENDMENTS TO THE PROSPECTUS

In view of the reduction in the number of Offer Shares under the Global Offering, the following disclosure in the Prospectus is amended hereby as set forth below:

6.1 Important (cover page of the Prospectus)

6.1.1 The following information on the cover page entitled “Important” of the Prospectus is amended to read as follows:

“Number of Offer Shares under the Global Offering:	1,299,550,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offering Shares:	64,978,000 Shares (subject to reallocation)
Number of International Offering Shares:	1,234,572,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price:	HK\$11.25 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)”

6.1.2 The fifth and seventh paragraphs on the cover page entitled “Important” of the Prospectus are amended to read as follows:

“The Offer Price is expected to be determined by agreement between the Underwriters’ Representatives (for themselves and on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, April 29, 2014 (at a time no earlier than the Closure of Confirmation Period) and, in any event, not later than Monday, May 5, 2014. The Offer Price will be no more than HK\$11.25 per Offer Share and is currently expected to be no less than HK\$8.00 per Offer Share unless otherwise announced. If, for any reason, the Offer Price is not agreed by Monday, May 5, 2014, the Global Offering will not proceed and will lapse.

The Underwriters’ Representatives (for themselves and on behalf of the Underwriters), with our consent, may reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range as stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.wh-group.com not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Details of the arrangement will then be announced by us as soon as practicable. For further information, please see the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Public Offering Shares.”

6.2 Summary — Recent Developments

6.2.1 The first and second paragraphs under the section entitled “Summary — Recent Developments — Pre-IPO Share Option Scheme and Awards” on pages 10 and 11 of the Prospectus are amended to read as follows:

“We adopted the Pre-IPO Share Option Scheme. Summary details of the Pre-IPO Share Option Scheme are as follows: (i) Pre-IPO Share Options to subscribe for 584,795,555 Shares have been granted under the Pre-IPO Share Option Scheme, representing approximately 4.5% of the total issued Share capital of the Company upon completion of the Global Offering (assuming no exercise of the Over-allotment Option and the Pre-IPO Share Options are exercised in full), representing all of the options allowed to be issued under the Pre-IPO Share Option Scheme; (ii) the Pre-IPO Share Option shall be exercisable at the Offer Price; (iii) the Pre-IPO Share Options are non-transferable and may not be pledged, mortgaged or otherwise encumbered; (iv) grantees under the Pre-IPO Share Option Scheme may exercise the Pre-IPO Share Options to subscribe for the Shares as follows: (a) one year after the Listing Date, up to 10%; (b) two years after the Listing Date, up to 25%; (c) three years after the Listing Date, up to 45%; (d) four years after the Listing Date, up to 70%; (e) five years after the Listing Date, all of the Pre-IPO Share Options are exercisable; and (v) the effectiveness of the Pre-IPO Share Option Scheme is subject to the commencement of the dealing of the Shares on the Stock Exchange. For additional details, please see section I in the Accountants’ Report of the Group set out in Appendix IA to the prospectus and “Appendix IV — Statutory and General Information — Pre-IPO Share Option Scheme”.

We also adopted the 2010 Share Award Plan in November 2010 and the 2013 Share Award Plan in October 2013, under which we are authorized to award up to 631,580,000 Shares and 350,877,333 Shares, respectively, as incentives to our employees. We recognized a share-based payment expense of US\$42 million and US\$42 million for the years ended December 31, 2012 and 2013, respectively, in relation to the 2010 Share Award Plan. No Shares had been awarded under the 2013 Share Award Plan as of the Latest Practicable Date. Please see Note 39 to section E of the Accountants’ Report of the Group set out in Appendix IA. In addition, we also allotted and issued in October 2013 an aggregate of 818,713,778 Shares, representing approximately 6.3% of the enlarged issued share capital of the Company upon completion of the Global Offering (assuming no exercise of the Over-allotment Option and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), to certain of our Directors as incentives. In relation to such share issuance to certain of our Directors, we recognized an aggregate expense of US\$597 million in the year ended December 31, 2013. Please see Note 10 to section E of the Accountants’ Report of the Group set out in Appendix IA to this prospectus. For further information, also see “History, Development and Corporate Structure — Our History — History of our PRC Business — Share Issuance and Transfer to Chang Yun” on pages 152-153 of this prospectus and “History, Development and Corporate Structure — Shareholding Changes — Shareholding Changes During Track Record Period — High Zenith” on pages 161-162 of this prospectus.”

6.2.2 The first paragraph under the section entitled “Summary — Recent Developments — Regulatory Disclosure Obligations of Shuanghui Development” on page 12 of the Prospectus is amended to read as follows:

“Shuanghui Development, one of the Group’s subsidiaries, is listed on the Shenzhen Stock Exchange in China. It is required to publish, among other things, quarterly interim financial reports containing unaudited financial information prepared in accordance with Accounting Standards for Business Enterprises (“PRC GAAP”) issued by the Ministry of Finance of the PRC, in compliance with applicable PRC securities regulatory requirements. Shuanghui Development is still currently expecting to release its quarterly interim financial report regarding the first quarter of 2014 on or around April 30, 2014 (the “Shuanghui Development Interim Results”). Our Directors currently expect that both turnover and gross profit of Shuanghui Development in the first quarter of 2014 will trend upward from those in the same period of the previous year, primarily reflecting higher sales volumes of packaged meat products and fresh pork in China. The actual results of Shuanghui Development may differ materially from current expectations. There is no assurance that the business, financial condition, results of operation and prospects of Shuanghui Development will continue to grow for the remainder of 2014 or beyond, or the business, financial condition, results of operation and prospects of the Group will grow during the same periods. Shuanghui Development will publish its quarterly interim financial reports on the website of the Shenzhen Stock Exchange.

Since April 15, 2014, there has been no material changes in the information in relation to the Shuanghui Development Interim Results as disclosed in the Prospectus. There has not been any material information relating to the Shuanghui Development Interim Results which has not been disclosed in the Prospectus. It is currently expected that our Company will also make an announcement on the website of the Stock Exchange disclosing the relevant information in relation to the Shuanghui Development Interim Results on or around April 30, 2014.”

6.3 Summary — Shareholder Information

The section entitled “Summary — Shareholder Information” on page 12 of the Prospectus are amended to read as follows:

“Immediately upon the completion of the Global Offering, Heroic Zone will directly hold 3,181,820,000 Shares, representing approximately 24.5% of the issued share capital of the Company (without taking into account any Shares to be issued pursuant to any exercise of the Pre-IPO Share Options and assuming no exercise of the Over-allotment Option). Heroic Zone is a wholly owned subsidiary of Rise Grand, which in turn is beneficially owned by the participants in our Heroic Zone Share Plan. In addition, Heroic Zone has the power to control Chang Yun, High Zenith, Sure Pass and Rich Matrix’s exercise of their respective voting rights attached to the Shares they respectively hold. Rise Grand, Heroic Zone, Chang Yun, High Zenith, Sure Pass and Rich Matrix will be together entitled to directly and indirectly exercise or control the exercise of approximately 38.3% of the voting power at the general meetings of the Company immediately following the completion of the Global Offering (without taking into account the Shares to be issued pursuant to the exercise of the Pre-IPO Share Options and assuming no exercise of the Over-allotment Option).”

6.4 Summary — The Global Offering

The first paragraph under the section entitled “Summary — The Global Offering” on pages 12 and 13 of the Prospectus is amended to read as follows:

“The Global Offering by us consists of:

- the offer by us of initially 64,978,000 Shares, or Hong Kong Public Offering Shares, for subscription by the public in Hong Kong, referred to in this prospectus as the Hong Kong Public Offering; and
- the offer by us of initially 1,234,572,000 Shares, or International Offering Shares, outside the United States (including to professional, institutional and other investors within Hong Kong and pursuant to a public offer without listing in Japan) in offshore transactions in reliance on Regulation S and in the United States to QIBs in reliance on Rule 144A or another exemption from the registration requirements under the U.S. Securities Act, referred to in this prospectus as the International Offering.”

6.5 Summary — The Selling Shareholders

6.5.1 The section entitled “Summary — The Selling Shareholders” on page 13 of the Prospectus is deleted in its entirety.

6.5.2 The section entitled “Summary — Global Offering Statistics” on page 14 of the Prospectus is amended to read as follows:

“Global Offering Statistics⁽¹⁾

	Based on Offer Price of HK\$8.00	Based on offer Price of HK\$11.25
Market capitalization of our Shares ⁽²⁾	HK\$103,964 million	HK\$146,199 million
Pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share ⁽³⁾ . .	HK\$0.039	HK\$0.357

Notes:

- (1) All statistics in this table are on the assumption that the Pre-IPO Share Options and the Over-allotment Option are not exercised.
- (2) The calculation of market capitalization is based on 12,995,461,111 Shares expected to be in issue immediately after completion of the Global Offering.
- (3) The pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is calculated after making the adjustments referred to in “Financial Information — General — Unaudited Pro Forma Adjusted Consolidated Net Tangible Assets” and on the 12,995,461,111 Shares expected to be in issue immediately after completion of the Global Offering.

If the Over-allotment Option is exercised in full, assuming an Offer Price of HK\$8.00 and HK\$11.25, the pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share will be HK\$0.155 per Share and HK\$0.512 per Share, respectively.”

6.6 Summary — Use of Proceeds

The section entitled “Summary — Use of Proceeds” on page 14 of the Prospectus is amended to read as follows:

“If the Offer Price is at the low-point, mid-point or high-point of the Offer Price range stated in this prospectus, or HK\$8.00, HK\$9.63 and HK\$11.25 per Offer Share, respectively, we estimate that we will receive net proceeds from the Global Offering of approximately US\$ 1,299 million, US\$1,568 million or US\$1,835 million, respectively, assuming that there is no exercise of the Over-Allotment Option. In the event that the Over-allotment Option is exercised in full, we estimate that we will receive additional net proceeds of approximately US\$98 million, US\$238 million or US\$279 million if the Offer Price is at the low-point, mid-point or high-point of the Offer Price range stated in this prospectus, respectively. We intend to use the net proceeds to partially repay the three year tranche maturing on August 30, 2016 of the Syndicated Term Loan which has an interest rate of LIBOR plus 3.5% and has an outstanding principal amount of US\$2,500 million. We currently intend to apply the net proceeds to this purpose as soon as practicable following the completion of the Global Offering. In addition to the three-year tranche maturing on August 30, 2016, the Syndicated Term Loan includes a five year tranche maturing on August 30, 2018 which has an outstanding principal amount of US\$1,500 million and an interest rate of LIBOR plus 4.5%. We intend to repay the remaining balances, including principal and interest, of the Syndicated Term Loan, when due, with funds from a variety of sources, including cash generated from operations and bank financing. We do not foresee any difficulty in our continuing to comply with the covenants of the Syndicated Term Loan, including our compliance with the financial ratios required thereby, through the maturity of the tranches thereunder.”

6.7 Summary — Listing Expenses

The section entitled “Summary — Listing Expenses” on page 14 of the Prospectus is amended to read as follows:

“The total amount of listing expenses, commissions together with SFC transaction levy and Stock Exchange trading fee that will be borne by us in connection with the Global Offering is estimated to be approximately US\$51 million (based on the mid-point of the Offer Price range stated in this prospectus), of which approximately US\$26 million is expected to be capitalized after the Listing. The remaining approximately US\$25 million fees and expenses is expected to be charged to our profit and loss accounts.”

6.8 Definitions

6.8.1 The following definitions under the section entitled “Definitions” are added to read as follows:

““Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement”	the amendment and restatement agreement dated April 24, 2014 and entered into by, among others, the Company, the Joint Global Coordinators, the Joint Bookrunners and the Hong Kong Underwriters in relation to the Hong Kong Underwriting Agreement
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“CDH Deed of Non-competition” the deed of non-compete undertakings dated April 24, 2014 entered into by China Diamond Holdings Company Limited, CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited in favour of the Company, as described more particularly in the section headed “Relationship with Controlling Shareholders”

6.8.2 Each of the definitions of “Offer Size Adjustment Option”, “Option Selling Shareholders”, “Over-allotment Selling Shareholder”, “Sale Shares” and “Selling Shareholders” are deleted in its entirety from the section entitled “Definitions”.

6.8.3 The following definitions under the section entitled “Definitions” are amended to read as follow:

“Controlling Shareholders” has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to Rise Grand, Heroic Zone, Chang Yun, High Zenith, Sure Pass, Rich Matrix, China Diamond Holdings Company Limited, CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited, and “Controlling Shareholder” means any one of them

“Hong Kong Public Offering” the offer for subscription of the Hong Kong Public Offering Shares to the public in Hong Kong (subject to reallocation as described in the section headed “Structure of the Global Offering”) at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this prospectus and the Application Forms, as further described in section headed “Structure of the Global Offering — The Hong Kong Public Offering”

“Hong Kong Public Offering Shares” the 64,978,000 Offer Shares (subject to reallocation as described in the section headed “Structure of the Global Offering” of this prospectus) initially being offered by us for subscription pursuant to the Hong Kong Public Offering, subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering”

“Hong Kong Underwriting Agreement” the underwriting agreement dated April 15, 2014 (as amended and restated by the Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement) relating to the Hong Kong Public Offering and entered into by, among others, the Company, the Joint Global Coordinators, the Joint Bookrunners and the Hong Kong Underwriters

“International Offering Shares”	the 1,234,572,000 Shares being initially offered by us for subscription under the International Offering together, where relevant, with any additional Shares that may be allotted and issued pursuant to any exercise of the Over-allotment Option, and subject to adjustment as described in the section headed “Structure of the Global Offering”
“International Underwriting Agreement”	the conditional placing agreement relating to the International Offering and to be entered into on or about the Price Determination Date by, among others, the Company and the International Underwriters
“Listing Date”	the date, expected to be on or about May 8, 2014, on which the Shares will be listed and dealings in the Shares first commence on the Stock Exchange
“Offer Shares”	the Hong Kong Public Offering Shares and the International Offering Shares together, where relevant, with any additional Shares to be allotted and issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by us to the International Underwriters exercisable by the Underwriters’ Representatives on behalf of the International Underwriters under the International Underwriting Agreement, to require us to issue and allot up to 194,932,500 additional Shares at the Offer Price, representing up to 15% of the total number of Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering, if any
“Price Determination Date”	on or about Tuesday, April 29, 2014 (at a time no earlier than the Closure of Confirmation Period) at which time the Offer Price is determined, or such later time as the Company and the Underwriters’ Representatives (on behalf of the Underwriters) may agree, but in any event not later than Monday, May 5, 2014
“Stock Borrowing Agreement”	the agreement expected to be entered into on or about the Price Determination Date between CDH Shine and the Stabilizing Manager and/or its affiliates, pursuant to which the Stabilizing Manager may, on its own or through its affiliates, request CDH Shine to make available to the Stabilizing Manager up to 194,932,500 Shares to cover, inter alia, over-allocations in the International Offering

“Underwriting Agreements”

the Hong Kong Underwriting Agreement and the International Underwriting Agreement”

6.9 Risk Factors

6.9.1 The first bullet point under the risk factor entitled “Risks relating to countries in which we operate — Deterioration of economic conditions could negatively impact our business” on page 57 of the Prospectus is replaced with the following:

“increase our finance costs with respect to our existing indebtedness and make it more difficult or costly to refinance our indebtedness and to obtain additional financing;”

6.9.2 The first paragraph of the risk factor entitled “Risks relating to the Shares and the Global Offering — Issuances of Shares in relation to the Pre-IPO Share Option Scheme will result in the dilution of your shareholdings in the Company, and the issuances or awards of Shares under the Pre-IPO Share Option Scheme and other share-based payment transactions may negatively impact the financial results of our operations on a per-share basis.” on page 63 of the Prospectus is amended to read as follows:

“We have adopted the Pre-IPO Share Option Scheme which allows awards of options to purchase up to 584,795,555 Shares, representing approximately 4.5% of the total issued share capital of the Company upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and the Pre-IPO Share Options are exercised in full). We plan to make all of the awards allowed under the Pre-IPO Share Option Scheme. We have also adopted the 2010 Share Award Plan and 2013 Share Award Plan under which 631,580,000 Shares and 350,877,333 Shares, respectively, may be awarded as incentives to our employees, representing approximately 4.9% and 2.7%, respectively, of the enlarged issued share capital of the Company upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options). On October 23, 2013, we undertook the following share-based payment transactions: (i) the Company issued 573,099,645 Shares, representing approximately 4.4% of the enlarged issued share capital of the Company upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), to Sure Pass, and (ii) the Company issued 245,614,133 Shares, representing approximately 1.9% of the enlarged issued share capital of the Company upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), to Rich Matrix. Furthermore, we may adopt additional share-based incentive plans in the future.”

6.9.3 The paragraph of the risk factor entitled “Risks relating to the Shares and the Global Offering — The market price of the Shares after trading begins could be lower than the Offer Price.” on page 64 of the Prospectus is amended to read as follows:

“The initial price to the public of the Shares sold in the Global Offering will be determined on Tuesday, April 29, 2014 (at a time no earlier than the Closure of Confirmation Period). However, the Shares will not commence trading on the Stock Exchange until they are delivered, which is expected to be the fifth Business Day after the pricing date. As a result, investors may not be able to sell or otherwise deal in the Shares during that period. Accordingly, holders of the Shares are subject to the risk that the price of the Shares after trading begins could be lower than the Offer Price as a result of adverse market conditions or other adverse developments that may occur between the time of sale and the time trading begins.”

6.10 Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance

6.10.1 The section entitled “Waivers from Strict Compliance with the Listing Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Waiver in relation to the Publication of Annual Report” on page 77 of the Prospectus is deleted in its entirety.

6.10.2 The following section is inserted:

“CERTIFICATE OF EXEMPTION GRANTED IN RELATION TO THE ISSUANCE OF THE SUPPLEMENTAL PROSPECTUS

In connection with our issuance of the Supplemental Prospectus, the Company has applied to, and has obtained from, the SFC a certificate of exemption from strict compliance with section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the time of the opening of the subscription lists following issue of this prospectus and the Supplemental Prospectus.

The Company has also applied to, and has obtained from, the SFC a certificate of exemption from strict compliance with section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) under Section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in respect of the contents of the Supplemental Prospectus.

For details, see paragraph headed “13. Certificate of Exemption Granted in Respect of this Supplemental Prospectus” of the Supplemental Prospectus.”

6.11 Information about this Prospectus and the Global Offering

6.11.1 The first paragraph of the section entitled “Information about this Prospectus and the Global Offering — Underwriting and Information on the Global Offering” on page 78 of the Prospectus is amended to read as follows:

“This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. The Global Offering comprises the Hong Kong Public Offering of initially 64,978,000 Offer Shares and the International Offering of initially 1,234,572,000 Offer Shares (subject to, in each case, reallocation on the basis referred to under the section headed “Structure of the Global Offering” in this prospectus and, in case of the International Offering, to any exercise of the Over-allotment Option).”

6.11.2 The section entitled “Information about this Prospectus and the Global Offering — Determination of the Offer Price” on page 79 of the Prospectus is amended to read as follows:

“The Offer Shares are being offered at the Offer Price which will be determined by the Underwriters’ Representatives (for themselves and on behalf of the Underwriters) and us on or around Tuesday, April 29, 2014 (at a time no earlier than the Closure of Confirmation Period), and in any event no later than Monday, May 5, 2014.

If the Underwriters' Representatives (for themselves and on behalf of the Underwriters) and we are unable to reach an agreement on the Offer Price on or before Monday, May 5, 2014, the Global Offering will not become unconditional and will lapse immediately."

6.11.3 The second paragraph of the section entitled "Information about this Prospectus and the Global Offering — Application for Listing on the Stock Exchange" on page 80 of the Prospectus is amended to read as follows:

"Dealings in the Shares on the Stock Exchange are expected to commence on Thursday, May 8, 2014. Save as disclosed in this prospectus, no part of our Shares or capital is listed or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought on the Stock Exchange or any other stock exchange as of the date of this prospectus. All the Offer Shares will be registered on the Hong Kong register of members of the Company in order to enable them to be traded on the Stock Exchange."

6.11.4 The section entitled "Information about this Prospectus and the Global Offering — Offer Size Adjustment Option" on page 80 of the Prospectus is deleted in its entirety.

6.12 History, Development and Corporate Structure

6.12.1 The table in the section entitled "History, Development and Corporate Structure — Shareholding Changes — Shareholding Changes During Track Record Period — Profit Summit Investments Limited — Principal Terms of the Exchangeable Notes and the Related Agreements" on page 164 of the Prospectus is amended to read as follows:

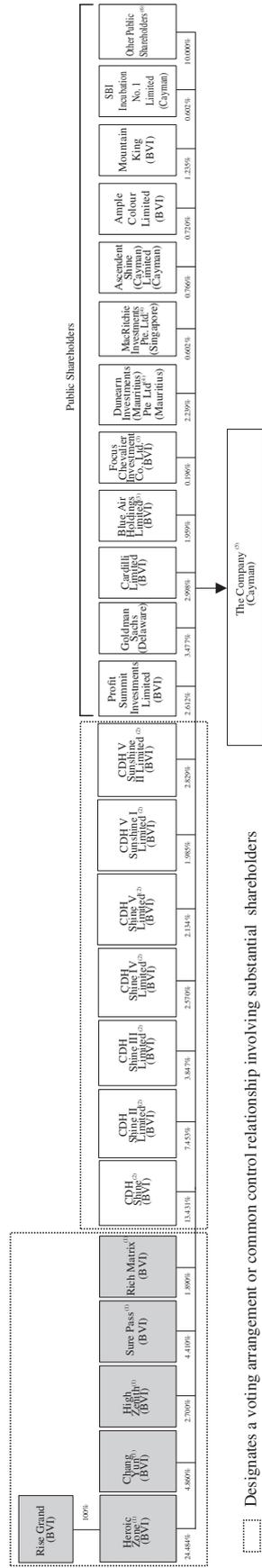
	Name of Noteholder	Principal amount of the relevant Exchangeable Notes	Number of Shares to be exchanged upon full exchange of the relevant Exchangeable Notes (Note 1)	Cost per Share paid by the Noteholder	Effective discount to the Offer Price (Note 2)	Approximate percentage of shareholding in the Company immediately upon Listing (Note 3)
Tranche A						
Notes	Mountain King	US\$142 million	160,493,944 Shares	HK\$6.865	28.712%	1.235%
Tranche B						
Notes	Mountain King	US\$142 million	123,067,016 Shares	HK\$8.953	7.030%	0.947%

Notes:

1. Assuming the Over-allotment Option is not exercised.
2. Assuming the Offer Price will be fixed at the mid-point of the Offer Price range.
3. On a fully diluted basis (i) taking into account all the new Shares that will be offered in the Global offering, (ii) excluding any Shares that may be issued pursuant to any exercise of the Over-allotment Option and the Pre-IPO Share Options, and (iii) assuming that the Tranche B Notes will either be mandatorily or voluntarily exchanged into Shares.

6.1.2.2 The second paragraph and the second chart in the section entitled “History, Development and Corporate Structure — Corporate Structure — Shareholding Structure” on page 172 of the Prospectus is amended to read as follows:

“The following chart sets forth the shareholding structure of the Company immediately following completion of the Global Offering, assuming that the Over-allotment Option is not exercised, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.



Notes:

(1) Chang Yun is contractually obligated to exercise the voting rights of its Shares it holds in accordance with the directions given by Heroic Zone. High Zenith is contractually obligated to exercise the voting rights of its Shares it holds in accordance with the directions given by Heroic Zone. Both Sure Pass and Rich Matrix are contractually obligated to exercise the voting rights of their Shares they held in accordance with the directions given by Heroic Zone. Heroic Zone, Chang Yun, High Zenith, Sure Pass and Rich Matrix together hold 38.344% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is not exercised, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.

(2) CDH Shine, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited are all, directly or indirectly, wholly owned by China Shine Group Limited. China Shine Group Limited is wholly owned by CDH PE Fund, L.P. The general partner of CDH PE Fund, L.P. is CDH PE Holdings Company Limited, which is wholly owned by CDH China Growth Capital Holdings Company Limited. CDH China Growth Capital Holdings Company Limited is ultimately controlled by China Diamond Holdings Company Limited.

CDH Shine V Limited is owned as to 69.9% and 30.1% by CDH Fund V, L.P. and Tianjin Dinghui Jiapeng Equity Investment Partnership (L.P.), respectively. The general partner of CDH Fund V, L.P. is CDH V Holdings Company Limited. CDH V Sunshine I Limited and CDH V Sunshine II Limited are directly wholly owned by CDH V Co-investment Shine I, L.P. and CDH V Co-investment Shine II, L.P., respectively. The general partners of CDH V Co-investment Shine I, L.P. and CDH V Co-investment Shine II, L.P. are CDH V Shine I Holdings Limited and CDH V Shine II Holdings Limited, respectively, both of which are wholly owned by CDH V Holdings Company Limited. CDH V Holdings Company Limited is ultimately controlled by China Diamond Holdings Company Limited.

CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited together hold 34.251% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is not exercised, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.

(3) Focus Chevalier Investment Co., Ltd. is a wholly owned subsidiary of New Horizon Fund, L.P., whose general partner in turn is New Horizon Partners Ltd. Blue Air Holdings Limited is wholly owned by New Horizon Capital III, L.P., whose general partner in turn is New Horizon Capital Partners III Ltd. Blue Air Holdings Limited is under common control with Focus Chevalier Investment Co., Ltd. Focus Chevalier Investment Co., Ltd. and Blue Air Holdings Limited together hold 2.155% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is not exercised, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.

(4) Dunearn Investments (Mauritius) Pte Ltd is a company incorporated in Mauritius on April 29, 2004 and an indirectly wholly owned subsidiary of Temasek Holdings (Private) Limited, which is owned by the Minister for Finance, Singapore. MacRitchie Investments Pte. Ltd. is a company incorporated in Singapore on May 30, 2003 and an indirectly wholly owned subsidiary of Temasek Holdings (Private) Limited, which in turn is owned by the Minister for Finance, Singapore. Dunearn Investments (Mauritius) Pte Ltd and MacRitchie Investments Pte. Ltd. together hold 2.840% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is not exercised, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.

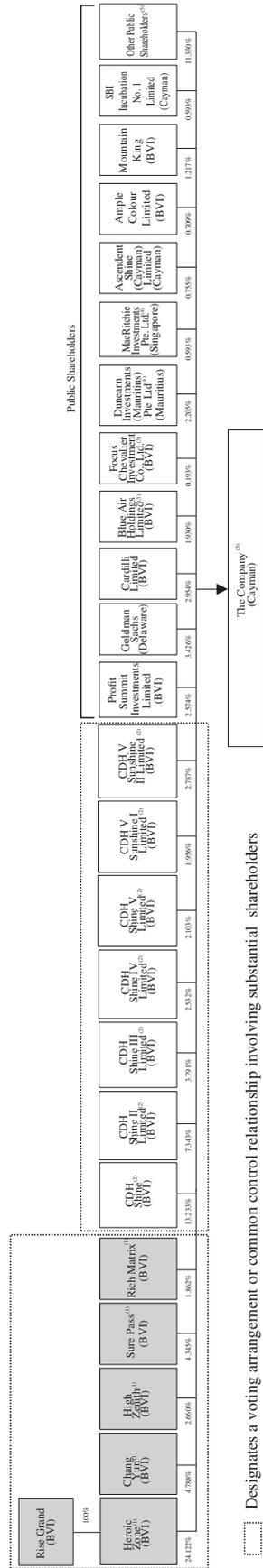
(5) We adopted the Pre-IPO Share Option Scheme on January 21, 2014, the principal terms of which are set forth in the section headed “Pre-IPO Share Option Scheme” in Appendix IV to the Prospectus.

(6) The Shares held by Profit Summit Investments Limited, Goldman Sachs, Cardilli Limited, Blue Air Holdings Limited, Focus Chevalier Investment Co., Ltd., Dunearn Investments (Mauritius) Pte Ltd, MacRitchie Investments Pte. Ltd., Ascendent Shine (Cayman) Limited, Ample Colour Limited, Mountain King and SBI Incubation No. 1 Limited are held by the public under Rule 8.08 of the Listing Rules.”

6.12.3 The third paragraph and the third chart in the section entitled “History, Development and Corporate Structure — Corporate Structure — Shareholding Structure” on page 174 of the Prospectus are deleted in their entirety.

6.12.4 The fourth paragraph and the fourth chart in the section entitled “History, Development and Corporate Structure — Corporate Structure — Shareholding Structure” on page 174 of the Prospectus are amended to read as follows:

“The following chart sets forth the shareholding structure of the Company immediately following completion of the Global Offering, assuming that the Over-allotment Option is exercised in full, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.



Designates a voting arrangement or common control relationship involving substantial shareholders

Notes:

- (1) Chang Yun is contractually obligated to exercise the voting rights of its Shares it holds in accordance with the directions given by Heroic Zone. High Zenith is contractually obligated to exercise the voting rights of its Shares it holds in accordance with the directions given by Heroic Zone. Both Sure Pass and Rich Matrix are contractually obligated to exercise the voting rights of their Shares they held in accordance with the directions given by Heroic Zone. Heroic Zone, Chang Yun, High Zenith, Sure Pass and Rich Matrix together hold 37.777% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is exercised in full, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.
- (2) CDH Shine, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited are all, directly or indirectly, wholly owned by China Shine Group Limited. China Shine Group Limited is wholly owned by CDH PE Fund, L.P. The general partner of CDH PE Fund, L.P. is CDH PE Holdings Company Limited, which is wholly owned by CDH China Growth Capital Holdings Company Limited. CDH China Growth Capital Holdings Company Limited is ultimately controlled by China Diamond Holdings Company Limited.

CDH Shine V Limited is owned as to 69.9% and 30.1% by CDH Fund V, L.P. and Tianjin Dinghui Jiapeng Equity Investment Partnership (L.P.), respectively. The general partner of CDH Fund V, L.P. is CDH V Holdings Company Limited. CDH V Sunshine I Limited and CDH V Sunshine II Limited are directly wholly owned by CDH V Co-investment Shine I, L.P. and CDH V Co-investment Shine II, L.P., respectively. The general partners of CDH V Co-investment Shine I, L.P. and CDH V Co-investment Shine II, L.P. are CDH V Shine I Holdings Limited and CDH V Shine II Holdings Limited, respectively, both of which are wholly owned by CDH V Holdings Company Limited. CDH V Holdings Company Limited is ultimately controlled by China Diamond Holdings Company Limited.

CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited together hold 33.744% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is exercised in full, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.

- (3) Focus Chevalier Investment Co., Ltd. is a wholly owned subsidiary of New Horizon Fund, L.P., whose general partner in turn is New Horizon Partners Ltd. Blue Air Holdings Limited is wholly owned by New Horizon Capital III, L.P, whose general partner in turn is New Horizon Capital Partners III Ltd. Blue Air Holdings Limited is under common control with Focus Chevalier Investment Co., Ltd. Focus Chevalier Investment Co., Ltd. and Blue Air Holdings Limited together hold 2.123% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is exercised in full, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.
- (4) Dunearn Investments (Mauritius) Pte Ltd is a company incorporated in Mauritius on April 29, 2004 and an indirectly wholly owned subsidiary of Temasek Holdings (Private) Limited, which is owned by the Minister for Finance, Singapore. MacRitchie Investments Pte. Ltd. is a company incorporated in Singapore on May 30, 2003 and an indirectly wholly owned subsidiary of Temasek Holdings (Private) Limited, which in turn is owned by the Minister for Finance, Singapore. Dunearn Investments (Mauritius) Pte Ltd and MacRitchie Investments Pte. Ltd. together hold 2.798% of our issued share capital immediately following completion of the Global Offering, assuming that the Over-allotment Option is exercised in full, and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options.
- (5) The Shares held by Profit Summit Investments Limited, Goldman Sachs, Cardilli Limited, Blue Air Holdings Limited, Focus Chevalier Investment Co., Ltd., Dunearn Investments (Mauritius) Pte Ltd, MacRitchie Investments Pte. Ltd., Ascendent Shine (Cayman) Limited, Ample Colour Limited, Mountain King and SBI Incubation No. 1 Limited are held by the public under Rule 8.08 of the Listing Rules.”

6.13 Financial Information — General

6.13.1 The second full paragraph under the subsection entitled “Financial Information — General — Our major costs and expenses — Finance Costs” is amended to read as follows:

“A significant portion of our borrowings have floating interest rates. In the future, we plan to continue assess various options available in the capital markets and implement prudent strategies to hedge our interest rate exposure. We plan to use the net proceeds from the Global Offering to repay a portion of our indebtedness. For more information see the section headed “—Future Plans and Use

of Proceeds”. We expect our sensitivity to interest rate fluctuations to decline after the Global Offering as a result of this repayment of a portion of our indebtedness using the net proceeds of the Global Offering. However, we will still have significant borrowings and increases in interests rates will increase our finance costs.”

6.13.2 The last paragraph on page 323 of the Prospectus under the section entitled “Financial Information — General — Indebtedness — Borrowings” is replaced with the following paragraph:

“Availability under the Inventory Revolver is a function of the level of Smithfield’s eligible inventories, subject to reserves. The Inventory Revolver matures in June 2016. The unused commitment fee and the interest rate spreads are a function of Smithfield’s leverage ratio (as defined in the Inventory Revolver credit agreement). As of February 28, 2014, the unused commitment fee and interest rate were 0.625% and LIBOR plus 3.25%, respectively. The Inventory Revolver credit agreement includes financial covenants. The ratio of Smithfield’s funded debt to capitalization (as defined in the Inventory Revolver credit agreement) may not exceed 0.5 to 1.0, and Smithfield’s EBITDA to interest expense ratio (as defined in the Inventory Revolver credit agreement) may not be less than 2.5 to 1.0. Smithfield met these financial ratios as of December 31, 2013 and we do not foresee any difficulty in Smithfield maintaining compliance with these financial covenants up to the maturity of the Inventory Revolver. Obligations under the Inventory Revolver are guaranteed by Smithfield’s material U.S. subsidiaries and are secured by a first priority lien on certain personal property, including cash and cash equivalents, deposit accounts, inventory, intellectual property and certain equity interests.”

6.13.3 The paragraph commencing at the bottom of page 324 of the Prospectus under the section entitled “Financial Information — General — Indebtedness — Borrowings” is replaced with the following paragraph:

“Our Syndicated Term Loan contains affirmative and negative covenants that, among other things, limit or restrict our ability to create liens and encumbrances, incur debt, provide guarantees and indemnities, make acquisitions and investments, dispose of or transfer assets, pay dividends or make other payments in respect of our stock, subject to certain qualifications and exceptions. The Syndicated Term Loan agreement also contains financial covenants requiring us to maintain a consolidated net worth (as defined in the Syndicated Term Loan agreement) of no less than US\$2,000 million, interest cover (as defined in the Syndicated Term Loan agreement) in respect of each relevant period of no less than 150% at the end of such relevant period and a ratio of total net debt to consolidated EBITDA (as defined in the Syndicated Term Loan agreement) in respect of each relevant period of no greater than five times at the end of such relevant period. In addition, Shuanghui Group, our indirect wholly owned subsidiary, as an obligor under the Syndicated Term Loan, is required to maintain a total debt-to-total-asset ratio of no greater than 45% and total debt of no greater than RMB3,000 million. As of December 31, 2013, we had a consolidated net worth meeting the requirement and met the interest cover and the ratio of total net debt to consolidated EBITDA (as defined in the Syndicated Term Loan). We do not foresee any difficulty in complying with these financial covenants up to the maturity of the Syndicated Term Loan. As of December 31, 2013, Shuanghui Group was also in compliance with the total debt-to-total-asset ratio requirement under the Syndicated Term Loan and we also do not foresee any difficulty in Shuanghui Group continuing to comply with this covenant up to the maturity of the Syndicated Term Loan. The three-year tranche maturing on August 30, 2016 has an interest rate of LIBOR plus 3.5% and the five-year tranche maturing on August 30, 2018 has an interest rate of LIBOR plus 4.5%.”

6.13.4 The first complete paragraph on page 325 of the Prospectus under the section entitled “Financial Information — General — Indebtedness — Borrowings” is replaced with the following paragraph:

“The US\$200 million floating rate senior unsecured term loan with Rabobank contains affirmative and negative covenants that, among other things, limit or restrict Smithfield’s ability to create liens and encumbrances, incur debt, make acquisitions and investments, dispose of or transfer assets, pay dividends or make other payments in respect of Smithfield’s stock, in each case, subject to certain qualifications and exceptions. In addition, it contains a financial covenant requiring Smithfield to maintain a minimum interest coverage ratio (ratio of consolidated EBITDA to consolidated interest expense) of not less than 1.75 to 1.0. As of December 31, 2013, Smithfield was in compliance with the interest coverage ratio requirement of this loan and we do not foresee any difficulty in Smithfield continuing to comply with this requirement up to the maturity of the loan. The maturity of this term loan was extended from June 2016 to May 2018 and carries an annual interest rate equal to LIBOR plus 4%, or at Smithfield’s election, a base rate plus 3%.”

6.13.5 The section entitled “Financial Information — General — Listing Expenses” on page 342 of the Prospectus is amended to read as follows:

“The total amount of listing expenses, commissions together with SFC transaction levy and Stock Exchange trading fee that will be borne by us in connection with the Global Offering is estimated to be approximately US\$51 million (based on the mid-point of our indicative price range as stated in this prospectus), of which approximately US\$26 million is expected to be capitalized after the Listing. The remaining approximately US\$25 million fees and expenses was or is expected to be charged to our profit and loss accounts.”

6.13.6 The first and second paragraphs under the section entitled “Financial Information — General — Recent Developments — Pre-IPO Share Option Scheme and Awards” on page 342 of the Prospectus are amended to read as follows:

“We adopted the Pre-IPO Share Option Scheme. Summary details of the Pre-IPO Share Option Scheme are as follows: (i) Pre-IPO Share Options to subscribe for 584,795,555 Shares have been granted under the Pre-IPO Share Option Scheme, representing approximately 4.5% of the total issued Share capital of the Company upon completion of the Global Offering (assuming no exercise of the Over-allotment Option and the Pre-IPO Share Options have been exercised in full); (ii) the Pre-IPO Share Option shall be exercisable at the Offer Price; (iii) the Pre-IPO Share Options are non-transferable and may not be pledged, mortgaged or otherwise encumbered; (iv) grantees under the Pre-IPO Share Option Scheme may exercise the Pre-IPO Share Options to subscribe for the Shares as follows: (a) one year after the Listing Date, up to 10%; (b) two years after the Listing Date, up to 25%; (c) three years after the Listing Date, up to 45%; (d) four years after the Listing Date, up to 70%; (e) five years after the Listing Date, all of the Pre-IPO Share Options are exercisable; and (v) the effectiveness of the Pre-IPO Share Option Scheme is subject to the commencement of the dealing of the Shares on the Stock Exchange. For additional details, please see section I in the Accountants’ Report of the Group set out in Appendix IA to the prospectus and “Appendix IV — Statutory and General Information — Pre-IPO Share Option Scheme”.

We also adopted the 2010 Share Award Plan in November 2010 and the 2013 Share Award Plan in October 2013, under which we are authorized to award up to 631,580,000 Shares and 350,877,333 Shares, respectively, as incentives to our employees. We recognized a share-based payment expense of US\$42 million and US\$42 million for the years ended December 31, 2012 and 2013, respectively, in relation to the 2010 Share Award Plan. No Shares had been awarded under the 2013 Share Award

Plan as of the Latest Practicable Date. Please see Note 39 to section E of the Accountants' Report of the Group set out in Appendix IA. In addition, we also allotted and issued in October 2013 an aggregate of 818,713,778 Shares, representing approximately 6.3% of the enlarged issued share capital of the Company upon completion of the Global Offering (assuming no exercise of the Over-allotment Option and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), to certain of our Directors as incentives. In relation to such share issuance to certain of our Directors, we recognized an aggregate expense of US\$597 million in the year ended December 31, 2013. Please see Note 10 to section E of the Accountants' Report of the Group set out in Appendix IA to the prospectus. For further information, also see "History, Development and Corporate Structure — Our History — History of our PRC Business — Share Issuance and Transfer to Chang Yun" of this prospectus and "History, Development and Corporate Structure — Shareholding Changes — Shareholding Charges During Track Record Period — High Zenith" of this prospectus."

6.13.7 The table and the notes under the section entitled "Financial Information — General - Unaudited Pro Forma Adjusted Consolidated Net Tangible Assets" on page 351 of the Prospectus are amended to read as follows:

	Audited consolidated total tangible assets less total liabilities of the Group attributable to owners of the Company as at December 31, 2013⁽¹⁾		Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company		Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share⁽³⁾	
	<i>US\$' million</i>	<i>Estimated net proceeds from the Global Offering⁽²⁾</i>	<i>US\$' million</i>	<i>US\$' million</i>	<i>US\$</i>	<i>HK\$⁽⁴⁾</i>
Based on the Offer Price of HK\$8.00 per Share	(1,239)	1,299	60	0.005	0.039	
Based on the Offer Price of HK\$11.25 per Share	(1,239)	1,835	596	0.046	0.357	

Notes:

- (1) The audited consolidated total tangible assets less total liabilities of the Group attributable to owners of the Company as at December 31, 2013 is based on the consolidated net assets of the Group of US\$3,138 million adjusted for goodwill of US\$1,835 million, intangible assets of US\$1,679 million of the Group, and non-controlling interests of US\$863 million as extracted from the Accountants' Report set out in Appendix IA to the prospectus.
- (2) The estimated net proceeds from the Global Offering are based on 1,299,550,000 Shares at the Offer Price of HK\$8.00 and of HK\$11.25, being the low-end or the high-end of the stated offer price range, per Offer Share, after deduction of the underwriting fees and other related expenses payable by the Company. No account has been taken of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option, the options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme or any Shares which may be repurchased by the Company pursuant to the general mandates granted to our Directors. The estimated net proceeds from the Global Offering are converted from Hong Kong dollars into United States dollars at an exchange rate of HK\$7.7589 to US\$1.00, which was the rate prevailing on March 21, 2014. No representation is made that United States dollars amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at all.

- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is arrived at after making the adjustments referred to in the preceding paragraph and on the basis of a total of 12,995,461,111 Shares taking consideration of the effect of 11,695,911,111 outstanding Shares at December 31, 2013 and 1,299,550,000 Shares to be issued under the Global Offering. It does not take into account of any Shares which may be allotted and issued upon any exercise of the Over-allotment Option, the options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme or any Shares which may be repurchased by the Company pursuant to the general mandates granted to our Directors.
- (4) No adjustment has been made to the audited consolidated total tangible assets less total liabilities of the Group attributable to the owners of the Company as at December 31, 2013 to reflect any trading result or other transaction of the Group entered into subsequent to December 31, 2013.

6.14 Relationship with Controlling Shareholders

6.14.1 The first, fourth, fifth, sixth, seventh and tenth paragraphs under the section entitled “Relationship with Controlling Shareholders - Overview” on pages 397 and 398 are amended to read as follows:

“Immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), Heroic Zone will directly hold 3,181,820,000 Shares, representing approximately 24.48% of the issued share capital of our Company. Heroic Zone is a wholly owned subsidiary of Rise Grand, which in turn is beneficially owned by the participants (“**HSP Participants**”) in our Heroic Zone Share Plan.

Immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), Chang Yun will directly hold 631,580,000 Shares, representing approximately 4.86% of the issued share capital of our Company. Chang Yun is a wholly owned subsidiary of Teeroy Limited, which was designated as the trustee administering the 2010 Share Award Plan adopted on November 26, 2010. Chang Yun holds the pool of Shares subject to the 2010 Share Award Plan in trust for participants in our 2010 Share Award Plan, being any employee (whether full time or part time, including any executive Director but excluding any non-executive Director) of our Company, any subsidiary of our Company or any entity in which any member of our Group holds any equity interest. Chang Yun is required to exercise the voting rights in respect of any Shares held under the trust in accordance with the direction of our Company from time to time. On November 26, 2010, our Company instructed Chang Yun to exercise such voting rights attached to the Shares it holds in accordance with the direction of Heroic Zone in its absolute discretion. For further details of the 2010 Share Award Plan, please see the section headed “History, Development and Corporate Structure — Our History — History of Our PRC Business — Share Issuance and Transfer to Chang Yun”.

Immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), High Zenith will directly hold 350,877,333 Shares, representing approximately 2.70% of the issued share capital of our Company. High Zenith is a wholly owned subsidiary of Teeroy Limited, which was designated as the trustee administering the 2013 Share Award Plan adopted on October 23, 2013. High Zenith holds the pool of the Shares subject to the 2013 Share Award Plan in trust for participants in our 2013 Share Award Plan, being employee or officer (whether full time or part time, including any executive and non-executive Director), consultants, agents and adviser of our Company, our subsidiary, or any entity in which any member of the Group holds any equity interest. High Zenith is required to exercise the voting rights in respect of any Shares held under the trust in accordance with the direction of our Company from time to time. On October 23, 2013, our Company instructed High Zenith to exercise such voting rights attached to the Shares

it holds in accordance with the direction of Heroic Zone in its absolute discretion. For further details of the 2013 Share Award Plan, please see the section headed “History, Development and Corporate Structure — Shareholding Changes — Shareholding Changes During Track Record Period — High Zenith”.

Immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), Sure Pass and Rich Matrix will directly hold 573,099,645 and 245,614,133 Shares respectively, representing approximately 4.41% and 1.89% respectively of the issued share capital of our Company. Sure Pass is a company wholly owned by Mr. Wan Long, our Chairman and Chief Executive Officer. Rich Matrix is a company wholly owned by Mr. Yang Zhijun, one of our vice presidents and one of our Directors. Both Sure Pass and Rich Matrix have irrevocably undertaken to exercise the voting rights in respect of their Shares in accordance with the direction of our Company from time to time. On October 23, 2013, our Company instructed Sure Pass and Rich Matrix to exercise such voting rights in accordance with the direction of Heroic Zone in its absolute discretion.

In light of the above, Rise Grand controls Heroic Zone’s exercise of voting rights attached to the Shares it holds, which in turn has the power to control Chang Yun, High Zenith, Sure Pass and Rich Matrix’s exercise of their respective voting rights attached to the Shares they respectively hold. Rise Grand, Heroic Zone, Chang Yun, High Zenith, Sure Pass and Rich Matrix will thus be together entitled to directly and indirectly exercise or control the exercise of approximately 38.34% of the voting power at the general meetings of our Company immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options) and accordingly these parties are considered as Controlling Shareholders of our Company immediately following the Global Offering.

Immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options), the CDH Entities will in aggregate be, and therefore China Diamond Holdings Company Limited will be deemed to be, interested in an aggregate of more than 30% of the voting power at the general meetings of our Company. Therefore, CDH Entities and China Diamond Holdings Company Limited will become the Controlling Shareholders of our Company immediately following completion of the Global Offering.”

6.14.2 The first paragraph and the table under the section entitled “Relationship with the Controlling Shareholders — Independence from our Controlling Shareholders — Management Independence” on page 400 of the Prospectus are amended to read as follows:

“Our management and operational decisions are made by the Board in a collective manner. The Board comprises five executive Directors, one non-executive Director and three independent non-executive Directors. As of the Latest Practicable Date, two of our executive Directors and our non-executive Director also held positions in our Controlling Shareholders, details of which are set out below:

Name of Director	Positions held in our Controlling Shareholders
Mr. Wan Long (an executive Director, Chairman of the Board and Chief Executive Officer of our Company)	Chairman and member of the ESC, director of Sure Pass
Mr. Yang Zhijun (an executive Director and a vice president of our Company)	Member of the ESC, director of Rise Grand, Heroic Zone and Rich Matrix
Mr. Jiao Shuge (a non-executive Director and deputy chairman of the Board)	Director of CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited and China Diamond Holdings Company Limited”

6.14.3 The first paragraph under the section entitled “Relationship with the Controlling Shareholders — Independence from our Controlling Shareholders — Non-competition Undertaking” on page 401 of the Prospectus is amended to read as follows:

“Deed of Non-competition

In order to ensure that competition does not develop between us and other business activities and/or interests in businesses of Rise Grand, Heroic Zone, Chang Yun, High Zenith, Sure Pass and Rich Matrix, Rise Grand, Heroic Zone, Chang Yun, High Zenith, Sure Pass and Rich Matrix (collectively, the “**Covenantors**” and each a “**Covenantor**”) entered into the Deed of Non-competition in favor of the Company, pursuant to which the Covenantors have undertaken to us (for ourselves and for the benefit of our subsidiaries) that they would not and would use their best endeavors to procure that their respective associates (except any members of the Group) would not, directly or indirectly, or as principal or agent either on their own account or in conjunction with or on behalf of any person, firm, company or entity, carry on, engage in, invest in, participate in, attempt to participate in, hold any right or have any financial interests in or otherwise be involved in or interested (economically or otherwise) in, any business or investment activities which are the same as, similar to or in competition with the business carried on or contemplated to be carried on by any members of the Group from time to time (the “**Restricted Business**”) (whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person).”

6.14.3 The following is added at the end of the paragraph entitled “Relationship with the Controlling Shareholders — Independence from our Controlling Shareholders — Non-competition Undertaking” on page 403 of the Prospectus:

“CDH Deed of Non-competition

In order to ensure that competition does not develop between us and other business activities and/or interests in businesses of China Diamond Holdings Company Limited, CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited (collectively the “**CDH Controlling Shareholders**”), the CDH Controlling Shareholders (collectively, the “**CDH Covenantors**” and each a “**CDH Covenantor**”) entered into the CDH Deed of Non-competition in favor of the Company, pursuant to which the CDH Covenantors have undertaken to us (for ourselves and for the benefit of our subsidiaries) that they shall not and shall use their best endeavors to procure that their respective associates (except any members of the Group) will not, directly or indirectly, or as principal or agent either on their own account or in conjunction with or on behalf of any person, firm, company or entity, carry on, engage in, invest in, participate in, attempt to participate in, hold any right or have any financial interest in or otherwise be involved in or interested (economically or otherwise) in, any business or investment activities which are the same as, similar to or in competition with the business carried on or contemplated to be carried on by any members of the Group from time to time (the “**CDH Restricted Business**”) (whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person).

The above undertaking does not apply where:

- (a) an interest in the Group from time to time;
- (b) an investment or interest in units or shares of any company, investment trust, joint venture, partnership or other entity which engages in any CDH Restricted Business (collectively the “Competing Entity”) where the aggregate number of shares held by the CDH Covenantors and/or their respective associates (except any members of the Group) is less than 30% of the issued shares of that class of shares of such entity provided that (i) such investment or interest does not grant, nor does any CDH Covenantor and/or its associates (except any members of the Group) otherwise hold, any right to control the composition of the board of directors or managers of such Competing Entity nor any right to participate, directly or indirectly, in such Competing Entity; and (ii) none of the CDH Covenantors and their respective associates (except any members of the Group) is the controlling shareholder of such Competing Entity;
- (c) any CDH Restricted Business which our Group has decided not to make an investment as approved in writing by all the independent non-executive Directors; or
- (d) an investment or commercial opportunity relating to the CDH Restricted Business has first been offered or made available by any of the CDH Covenantors to us, and either we do not respond to the offer by the due date, or after decision by our independent non-executive Directors we decline in writing to accept such an opportunity.

Under the CDH Deed of Non-competition, each CDH Covenantor has further undertaken jointly and severally, to us (for ourselves and as trustee for the benefit of each of our subsidiary from time to time) the following:

- (i) each CDH Covenantor has acknowledged that the independent non-executive Directors will review, where necessary and at least on an annual basis, the compliance with the undertaking contained in the CDH Deed of Non-competition;
- (ii) it will provide, and will procure its respective associates (other than members of our Group) to provide, where necessary and at least on an annual basis, all information necessary for the review by our independent non-executive Directors, subject to any relevant laws, rules and regulations or any contractual obligations, to enable the independent non-executive Directors to enforce the CDH Deed of Non-competition;
- (iii) without prejudicing the generality of paragraph (i) above, it will provide to us with an annual declaration on its compliance with the terms of the CDH Deed of Non-competition for inclusion in our annual report;
- (iv) each CDH Covenantor has acknowledged that our Company will make disclosures in our annual reports or by way of announcements regarding the decisions and the rationale of those decisions (as appropriate) of our independent non-executive Directors on matters referred to in the CDH Deed of Non-competition and each of them hereby gives its general consent to such disclosure;
- (v) in the event of any disagreement between the CDH Covenantors and us as to whether or not any activity or proposed activity of CDH Covenantors constitutes a CDH Restricted Business, the matter shall be determined by our independent non-executive Directors whose majority decision shall be final and binding; and
- (vi) each CDH Covenantor shall excuse themselves from, and abstain from voting and not be counted as quorum of, any meetings of Shareholders for consideration and approval of any matters referred to in the CDH Deed of Non-competition which have or may give rise to conflicts of interest, actual or potential.

Pursuant to the CDH Deed of Non-competition, the above restrictions would only cease to have effect upon the earlier of:

- (1) the CDH Covenantors and/or their respective associates (other than any member of the Group) ceasing to hold, directly or indirectly, an aggregate of at least 30% of the issued share capital (or ceasing the control to exercise the voting rights of such shareholding) of our Company; or
- (2) our Shares ceasing to be listed on the Stock Exchange (except for temporary suspension of trading of our Shares).”

6.15 Share Capital

6.15.1 The table and the notes under the section entitled “Share Capital — Authorized and Issued Share Capital” on page 404 of the Prospectus are amended to read as follows:

<i>“Authorized Share Capital</i>	<i>Aggregate par values (US\$)</i>
50,000,000,000 Shares	5,000,000
<i>Issued and to be issued, fully paid or credited as fully paid immediately upon the completion of the Global Offering</i>	<i>US\$</i>
11,695,911,111 Shares in issue as of the date of this prospectus	1,169,591.1111
<u>1,299,550,000</u> Shares to be issued under the Global Offering	<u>129,955.0000</u>
<u>12,995,461,111</u> Total	<u>1,299,546.1111</u>

ASSUMPTION

The above table assumes that the Global Offering becomes unconditional and the Shares are issued pursuant to the Global Offering. The above table does not take into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option and the Pre-IPO Share Options or any Shares which may be issued or repurchased by our Company pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.”

6.15.2 The second paragraph under the section entitled “Share Capital — General Mandate to Issue Shares” on page 405 of the Prospectus is amended to read as follows:

“This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or scrip dividend scheme or similar arrangements or a specific authority granted by our Shareholders or upon the exercise of the Over-allotment Option.”

6.15.3 The first paragraph under the section entitled “Share Capital — General Mandate to Repurchase Shares” on page 405 of the Prospectus is amended to read as follows:

“Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the Global Offering (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the Pre-IPO Share Options).”

6.16 Substantial Shareholders

The first paragraph and the table under the section entitled “Substantial Shareholders” on page 407 of the Prospectus are amended to read as follows:

“So far as our Directors are aware, assuming the Over-allotment Option is not exercised and without taking into account the Shares to be issued pursuant to the exercise of the Pre-IPO Share Options, the following persons will, immediately following completion of the Global Offering, directly or indirectly, be interested 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 the Company:

Name	Capacity/Nature of Interest	Number of Shares Held Immediately Following Completion of the Global Offering ⁽⁹⁾	Approximate Percentage of Shareholding in the Total Issued Share Capital of Our Company Immediately Following Completion of the Global Offering ⁽⁹⁾
Rise Grand ⁽¹⁾	Interest in controlled corporation	4,982,991,111	38.34%
Heroic Zone ⁽²⁾	Beneficial interest	3,181,820,000	24.48%
	Interest in controlled corporation	1,801,171,111	13.86%
CDH Shine	Beneficial interest	1,745,452,290	13.43%
China Shine Group Limited ⁽³⁾	Interest in controlled corporation	3,547,954,371	27.30%
CDH PE Fund, L.P. ⁽⁴⁾	Interest in controlled corporation	3,547,954,371	27.30%
CDH PE Holdings Company Limited ⁽⁵⁾	Interest in controlled corporation	3,547,954,371	27.30%
CDH China Growth Capital Holdings Company Limited ⁽⁶⁾	Interest in controlled corporation	3,547,954,371	27.30%
China Diamond Holdings III Limited ⁽⁷⁾	Interest in controlled corporation	3,547,954,371	27.30%
China Diamond Holdings Company Limited ⁽⁸⁾	Interest in controlled corporation	4,451,010,950	34.25%

Notes:

- Rise Grand, as the sole shareholder of Heroic Zone, is deemed to be interested in the 3,181,820,000 Shares held by Heroic Zone and also the 1,801,171,111 Shares held by Chang Yun, High Zenith, Sure Pass and Rich Matrix which Heroic Zone is deemed to be interested in. As of the Latest Practicable Date, the beneficial interest of Rise Grand was owned by 325 participants (the “HSP Participants”) of the Heroic Zone Share Plan. Pursuant to an entrustment agreement dated December 25, 2009, the employee share committee (the “ESC”), on behalf of all HSP Participants under the Heroic Zone Share Plan, entrusted three individual trustees, namely Messrs. Zhao Yinzhong, He Xingbao and Lei Yutian (each being an employee of the Group) to hold the legal title, and to exercise the voting rights attached to 100% equity interest in Rise Grand in joint tenancy (the “HSP Trustees”). Under the Heroic Zone Share Plan, the ESC, on behalf of all HSP Participants, is entitled to instruct the HSP Trustees as to how to exercise their rights as the registered shareholders of Rise Grand, which in turn will instruct Heroic Zone, a wholly owned subsidiary of Rise Grand, as to how to exercise its rights, including the voting rights attached to the Shares it holds. The members of the ESC are selected by the general meeting of the HSP Participants. The ESC has been composed of five members since its establishment. For further details of the Heroic Zone Share Plan, please see the section headed “History, Development and Corporate Structure — Shareholding Changes — Shareholding Structure at Beginning of Track Record Period”.

2. Chang Yun, High Zenith, Sure Pass and Rich Matrix should exercise the voting rights attached to the Shares respectively held by them in accordance with the direction of Heroic Zone in its absolute discretion. Therefore, Heroic Zone is deemed to be interested in the Shares held by Chang Yun, High Zenith, Sure Pass and Rich Matrix. For further details of the voting rights of Chang Yun, High Zenith, Sure Pass and Rich Matrix, please see the sections headed “History, Development and Corporate Structure — Our History — History of Our PRC Business — Share Issuance and Transfer to Chang Yun” and “History, Development and Corporate Structure — Shareholding Changes — Shareholding Changes During Track Record Period — High Zenith”.
3. China Shine Group Limited directly owns the entire interests in each of CDH Shine Limited, CDH Shine III Limited and CDH Shine IV Limited and, through CDH Sunshine Limited, owns the entire interest in CDH Shine II Limited. Therefore, China Shine Group Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
4. China Shine Group Limited is wholly owned by CDH PE Fund, L.P. Therefore, CDH PE Fund, L.P. is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
5. The general partner of CDH PE Fund, L.P. is CDH PE Holdings Company Limited. Therefore, CDH PE Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
6. CDH PE Holdings Company Limited is wholly owned by CDH China Growth Capital Holdings Company Limited. Therefore, CDH China Growth Capital Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
7. China Diamond Holdings III Limited directly owns approximately 69.5% of CDH China Growth Capital Holdings Company Limited. Therefore, China Diamond Holdings III Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
8. Each of China Diamond Holdings III Limited and China Diamond Holdings V Limited is wholly owned by China Diamond Holdings Company Limited. Therefore, China Diamond Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited.
9. The percentage of shareholding in the table is presented assuming the Over-allotment Option is not exercised and without taking into account the Shares to be issued pursuant to the exercise of the Pre-IPO Share Options.”

6.17 Future Plans and Use of Proceeds

The section entitled “Future Plans and the Use of Proceeds - Use of Proceeds” on page 425 of the Prospectus is amended to read as follows:

“If the Offer Price is at the low-point, mid-point or high-point of the Offer Price range stated in this prospectus, or HK\$8.00, HK\$9.63 and HK\$11.25 per Offer Share, respectively, we estimate that we will receive net proceeds from the Global Offering of approximately US\$ 1,299 million, US\$1,568 million or US\$1,835 million, respectively, assuming that there is no exercise of the Over-Allotment Option. In the event that the Over-allotment Option is exercised in full, we estimate that we will receive additional net proceeds of approximately US\$98 million, US\$238 million or US\$279 million if the Offer Price is at the low-point, mid-point or high-point of the Offer Price range stated in this prospectus, respectively. We intend to use the net proceeds to partially repay the three year tranche maturing on August 30, 2016 of the Syndicated Term Loan which has an interest rate of LIBOR plus 3.5% and has an outstanding principal amount of US\$2,500 million. We currently intend to apply the net proceeds to this purpose as soon as practicable following the completion of the Global Offering. In addition to the three-year tranche maturing on August 30, 2016, the Syndicated Term Loan includes

a five year tranche maturing on August 30, 2018 which has an outstanding principal amount of US\$1,500 million and an interest rate of LIBOR plus 4.5%. We intend to repay the remaining balances, including principal and interest, of the Syndicated Term Loan, when due, with funds from a variety of sources, including cash generated from operations and bank financing. We do not foresee any difficulty in our continuing to comply with the covenants of the Syndicated Term Loan, including our compliance with the financial ratios required thereby, through the maturity of the tranches thereunder.”

6.18 Underwriting

6.18.1 The second paragraph under the section entitled “Underwriting — Underwriting” on page 429 of the Prospectus is amended to read as follows:

“The Global Offering comprises the Hong Kong Public Offering of initially 64,978,000 Offer Shares and the International Offering of initially 1,234,572,000 Offer Shares (subject to, in each case, reallocation on the basis referred to under the section headed “Structure of the Global Offering” in this prospectus and, in case of the International Offering, any exercise of the Over-allotment Option).”

6.18.2 The second paragraph under the section entitled “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Hong Kong Underwriting Agreement” on page 430 of the Prospectus is amended to read as follows:

“Subject to the Listing Committee granting listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus, and to certain other conditions set out in the Hong Kong Underwriting Agreement (including the Underwriters’ Representatives (on behalf of the Underwriters) and the Company agreeing upon the Offer Price), the Hong Kong Underwriters have agreed severally and not jointly to subscribe or procure subscribers for their respective applicable proportions of the Hong Kong Public Offering Shares now being offered which are not taken up under the Hong Kong Public Offering on the terms and conditions of this prospectus and the Application Forms relating thereto and the Hong Kong Underwriting Agreement.”

6.18.3 The third paragraph under the section entitled “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Hong Kong Underwriting Agreement” on page 430 of the Prospectus is deleted in its entirety.

6.18.4 Paragraphs (a)(vii) and (a)(xii) of the section entitled “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” on pages 431 and 432 of the Prospectus are amended to read as follows:

“(vii) any litigation, legal action, claim or legal proceeding of any third party being threatened or instigated against any member of the Group; or

(xii) a prohibition on the Company from offering, allotting, issuing, selling or delivering the Offer Shares pursuant to the terms of the Global Offering; or”

6.18.5 Paragraph (b)(iv) of the section entitled “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” on page 433 of the Prospectus is amended to read as follows:

“(iv) any event, act or omission which gives or is likely to give rise to any liability of the Company pursuant to the indemnity provision in the Hong Kong Underwriting Agreement; or”

6.18.6 The section under the section entitled “Underwriting — Underwriting Arrangements and Expenses — Undertakings Pursuant to the Hong Kong Underwriting Agreement — (B) Undertakings by the Selling Shareholders and the Option Selling Shareholders” on page 436 of the Prospectus is amended to read as follows:

“(B) *Undertakings by Goldman Sachs, CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited, CDH V Sunshine II Limited, Focus Chevalier Investment Co., Ltd., Blue Air Holdings Limited, Cardilli Limited and Dunearn Investments (Mauritius) Pte Ltd*

Each of Goldman Sachs, CDH Shine, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited, CDH V Sunshine II Limited, Focus Chevalier Investment Co., Ltd., Blue Air Holdings Limited, Cardilli Limited and Dunearn Investments (Mauritius) Pte Ltd has severally (not jointly or jointly and severally) undertaken to each of the Company and the Hong Kong Underwriters that, without the prior written consent of the Company, the Joint Sponsors and the Underwriters’ Representatives (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules, save for the lending of Shares by CDH Shine pursuant to the Stock Borrowing Agreement, it will not, at any time during the First Six-Month Period, (i) sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, or otherwise transfer or dispose of, or agree to transfer or dispose of, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of the Company or any interest therein beneficially owned by it upon commencement of dealing in the Shares on the Listing Date (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or such other securities or any interest in any of the foregoing) (the “**Lock-up Securities**”), or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Lock-up Securities, or (iii) enter into any transaction with the same economic effect as any transaction specified in paragraph (i) or (ii) above, or (iv) offer to or agree to or announce any intention to effect any transaction specified in paragraph (i), (ii) or (iii) above, in each case, whether any of the transactions specified in paragraph (i), (ii) or (iii) above is to be settled by delivery of Shares or other securities of the Company or in cash or otherwise (whether or not the issue of such Shares or other securities will be completed within the First Six-Month Period).”

6.18.7 The first and third paragraphs of the section entitled “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Underwriters’ Interests in The Company” on page 438 of the Prospectus are amended to read as follows:

“As of the Latest Practicable Date, Standard Chartered Securities (Hong Kong) Limited was indirectly wholly owned by Standard Chartered PLC, and Temasek Holdings (Private) Limited held approximately 18.04% equity interest in Standard Chartered PLC, and through Dunearn Investments (Mauritius) Pte Ltd and MacRitchie Investments Pte. Ltd., held approximately 3.16% of the total issued share capital of the Company immediately before the Global Offering, which will represent approximately 2.84% of the total issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is not exercised).

As of the Latest Practicable Date, Goldman Sachs, an associate of Goldman Sachs (Asia) L.L.C., held approximately 3.86% of the total issued share capital of the Company immediately before the Global Offering, which will represent approximately 3.48% of the total issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is not exercised).”

6.18.8 The section entitled “Underwriting — Underwriting Arrangements and Expenses — The International Offering — International Underwriting Agreement” on page 439 of the Prospectus is amended to read as follows:

“In connection with the International Offering, our Company expects to enter into the International Underwriting Agreement with, among others, the International Underwriters. Under the International Underwriting Agreement, the International Underwriters would, subject to certain condition set out therein, agree severally (and not jointly or jointly and severally) to procure purchasers for, or to purchase, themselves or through their affiliates, Offer Shares being offered pursuant to the International Offering. It is expected that the International Underwriting Agreement will be subject to termination on grounds similar to those of the Hong Kong Underwriting Agreement. Potential investors are reminded that in the event that the International Underwriting Agreement is not entered into, the Global Offering will not proceed.”

6.18.9 The paragraph under the section entitled “Underwriting — Underwriting Arrangements and Expenses — The International Offering — Over-allotment Option” on page 439 of the Prospectus is amended to read as follows:

“The Company is expected to grant to the International Underwriters, exercisable by the Underwriters’ Representatives (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 194,932,500 additional Shares, representing no more than 15% of the total number of Offer Shares initially available under the Global Offering, at the same price per Offer Share under the International Offering, to, among other things, cover over-allocations in the International Offering, if any.”

6.18.10 The last paragraph under the section entitled “Underwriting — “The International Offering — Commissions and Expenses” on page 440 of the Prospectus is amended to read as follows:

“The total amount of listing expenses, commissions together with SFC transaction levy and Stock Exchange trading fee that will be borne by us in connection with the Global Offering is estimated to be approximately US\$51 million (based on the mid-point of our indicative Offer Price range stated in this Supplemental Prospectus), of which approximately US\$26 million is expected to be capitalized after the Listing. The remaining approximately US\$25 million fees and expenses is expected to be charged to our profit and loss accounts.”

6.19 Structure of the Global Offering

6.19.1 The first and second paragraphs under the section entitled “Structure of the Global Offering — The Global Offering” on page 442 of the Prospectus are amended to read as follows:

“This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

- (a) the Hong Kong Public Offering of initially 64,978,000 Shares (subject to reallocation) for subscription by the public in Hong Kong as described in the section headed “— The Hong Kong Public Offering” below; and

- (b) the International Offering of initially 1,234,572,000 Shares (subject to reallocation and the Over-allotment Option) outside the United States (including to professional and institutional investors within Hong Kong and pursuant to a public offering without listing in Japan) in offshore transactions in reliance on Regulation S and in the United States only to QIBs in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act.

Up to 194,932,500 additional Shares, may be offered pursuant to the exercise of the Over-allotment Option as set forth in “— The International Offering — Over-allotment Option” in this section.”

6.19.2 The first paragraph under the section entitled “Structure of the Global Offering — The Hong Kong Public Offering — Number of Shares Initially Offered” on page 442 of the Prospectus is amended to read as follows:

“We are initially offering 64,978,000 new Shares for subscription by the public in Hong Kong at the Offer Price, representing approximately 5.0% of the total number of Offer Shares initially available under the Global Offering. Subject to the reallocation of Shares between the International Offering and the Hong Kong Public Offering, the Hong Kong Public Offering Shares will, in maximum, represent approximately 0.5% of the issued share capital of the Company immediately following the completion of the Global Offering.”

6.19.3 The second paragraph under the section entitled “Structure of the Global Offering — The Hong Kong Public Offering — Allocation” on page 443 of the Prospectus is amended to read as follows:

“The total number of Offer Shares available under the Hong Kong Public Offering (after taking account of any reallocation referred to below) is to be divided into 2 pools for allocation purposes: Pool A and Pool B with any odd board lots being allocated to Pool A. Accordingly, the maximum number of Hong Kong Public Offering Shares initially in Pool A and Pool B will be 32,489,000 and 32,489,000, respectively. The Offer Shares in Pool A will be allocated on an equitable basis to applicants who have applied for Offer Shares with an aggregate price of HK\$5 million (excluding the brokerage, SFC transaction levy and the Stock Exchange trading fee payable) or less. The Offer Shares in Pool B will be allocated on an equitable basis to applicants who have applied for Offer Shares with an aggregate price of more than HK\$5 million (excluding the brokerage, SFC transaction levy and the Stock Exchange trading fee payable). Investors should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If Offer Shares in one (but not both) of the pools are under-subscribed, the surplus Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. For the purpose of this paragraph only, the “price” for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined). Applicants can only receive an allocation of Offer Shares from either Pool A or Pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 32,489,000 Hong Kong Public Offering Shares (being the maximum number of Offer Shares initially comprised in pool B in the Hong Kong Public Offering) are liable to be rejected.”

6.19.4 The first paragraph under the section entitled “Structure of the Global Offering - The Hong Kong Public Offering — Reallocation” under” on page 443 of the Prospectus is amended to read as follows:

“The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment. Paragraph 4.2 of Practice Note 18 of the Listing Rules requires a

clawback mechanism to be put in place which would have the effect of increasing the number of Offer Shares under the Hong Kong Public Offering to a certain percentage of the total number of Offer Shares offered under the Global Offering if certain prescribed total demand levels with respect to the Hong Kong Public Offering are reached. An application has been made for, and the Stock Exchange has granted, a waiver from strict compliance with paragraph 4.2 of Practice Note 18 of the Listing Rules such that the allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to the following adjustments:

- if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 15 times or more but less than 50 times the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Offer Shares available under the Hong Kong Public Offering will be 97,467,000 Offer Shares, representing approximately 7.5% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 50 times or more but less than 100 times the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, then the number of Offer Shares to be reallocated to the Hong Kong Public Offering from the International Offering will be increased, so that the total number of Offer Shares available under the Hong Kong Public Offering will be 129,955,000 Offer Shares, representing approximately 10% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option); and
- if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 100 times or more the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, then the number of Offer Shares to be reallocated to the Hong Kong Public Offering from the International Offering will be increased, so that the total number of Offer Shares available under the Hong Kong Public Offering will be 259,910,000 Offer Shares, representing approximately 20% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option)."

6.19.5 The first paragraph under the section entitled "Structure of the Global Offering - The International Offering — Number of Offer Shares Offered" on page 445 of the Prospectus is amended to read as follows:

"The International Offering will consist of an initial offering of 1,234,572,000 Offer Shares, representing approximately 95% of the total number of Offer Shares initially available under the Global Offering."

6.19.6 The section entitled "Structure of the Global Offering — The International Offering — Reallocation" on page 446 of the Prospectus is amended to read as follows:

"The total number of Offer Shares to be issued pursuant to the International Offering may change as a result of the clawback arrangement described in "— The Hong Kong Public Offering — Reallocation" in this section, the exercise of the Over-allotment Option in whole or in part and/or any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering."

6.19.7 The section entitled "Structure of the Global Offering — Offer Size Adjustment Option" on page 446 of the Propsectus is deleted in its entirety.

6.19.8 The section entitled “Structure of the Global Offering — Over-allotment Option” on page 447 of the Prospectus is amended to read as follows:

“We are expected to grant to the International Underwriters, exercisable by the Underwriters’ Representatives (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require us to allot and issue up to an aggregate of 194,932,500 Shares, representing no more than 15% of the total number of Offer Shares initially available under the Global Offering, at the same price per Offer Share under the International Offering, to, among other things, cover over-allocations in the International Offering, if any. In the event that the Over-allotment Option is exercised, we will make an announcement.

If the Over-allotment Option is exercised in full, the additional International Offering Shares to be issued pursuant thereto will represent approximately 1.50% of the issued share capital of the Company immediately after the completion of the Global Offering (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options). In the event that the Over-allotment Option is exercised, an announcement will be made.”

6.19.9 The second paragraph under the section entitled “Structure of the Global Offering — Stabilization” on page 447 of the Prospectus is amended to read as follows:

“In connection with the Global Offering, the Stabilizing Manager, its affiliates or any person acting for it, as stabilizing manager, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. In particular, for the purpose of settlement of over-allocations in connection with the International Offering, the Stabilizing Manager may borrow up to 194,932,500 Shares from CDH Shine, equivalent to the maximum number of Shares to be allotted and issued on full exercise of the Over-allotment Option, under the stock borrowing arrangement. The stock borrowing arrangement will be effected in compliance with all applicable laws, rules and regulatory requirements. No payments or other benefit will be made to CDH Shine by the Stabilizing Manager in relation to the stock borrowing arrangement. However, there is no obligation on the Stabilizing Manager, its affiliates or any persons acting for it, to conduct any such stabilizing action. Such stabilization action, if commenced, may be discontinued at any time, and is required to be brought to an end after a limited period. Should stabilizing transactions be effected in connection with the Global Offering, this will be at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it.”

6.19.10 The section entitled “Structure of the Global Offering - Stock Borrowing Arrangement” on page 449 of the Prospectus is amended to read as follows:

“In order to facilitate the settlement of over-allocations in connection with the Global Offering, the Stabilizing Manager or any person acting for it may choose to borrow up to 194,932,500 Shares (being the maximum number of Shares which may be allotted and issued upon exercise of the Over-allotment Option) from CDH Shine pursuant to the Stock Borrowing Agreement expected to be entered into between the Stabilizing Manager or any person acting for it and CDH Shine on or about the Price Determination Date or acquire Shares from other sources, including exercising the Over-allotment Option or by making purchases in the secondary market at prices that do not exceed the Offer Price.”

If such stock borrowing arrangement with CDH Shine is entered into, it will only be effected by the Stabilizing Manager or any person acting for it for settlement of over-allocations in the

International Offering and such arrangement is not subject to the restrictions of Rule 10.07(1)(a) of the Listing Rules, provided that the requirements set forth in Rule 10.07(3) of the Listing Rules, being that the Stock Borrowing Agreement will be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option in connection with the International Offering, are complied with.

The same number of Shares so borrowed must be returned to CDH Shine or its nominees, as the case may be, on or before the third business day following the earlier of (i) the last day for exercising the Over-allotment Option and (ii) the day on which the Over-allotment Option is exercised in full.

The stock borrowing arrangement will be effected in compliance with all applicable laws, rules and regulatory requirements. No payment will be made to CDH Shine by the Stabilizing Manager or any person acting for it in relation to such stock borrowing arrangement.”

6.19.11 The section entitled “Structure of the Global Offering — Offer Size” on pages 449 and 450 of the Prospectus is amended to read as follows:

“The table below sets out a summary of the total number of Hong Kong Public Offering Shares and International Offering Shares being offered in the Global Offering under a series of scenarios, depending on (i) whether a reallocation pursuant to the clawback arrangement under any of the three potential scenarios described in “— The Hong Kong Public Offering — Reallocation” in this section occurs and (ii) whether the Over-allotment Option is exercised at all or exercised in full.

The allocation and the total number of Offer Shares under the Global Offering will be determined in the following manner. The allocation of the Offer Shares between the International Offering and the Hong Kong Public Offering will first be subject to a reallocation adjustment depending on the number of Offer Shares validly applied for under the Hong Kong Public Offering. See “— The Hong Kong Public Offering — Reallocation” in this section. The number of Offer Shares to be made available under the International Offering may be increased in the event that the Over-allotment Option is exercised. The maximum number of additional International Offering Shares to be offered pursuant to the exercise of the Over-allotment Option will represent 15% of the aggregate of the total number of Offer Shares initially available under the Global Offering. See “— The International Offering—Over-allotment Option” in this section.

	No clawback reallocation	7.5% clawback reallocation	10% clawback reallocation	20% clawback reallocation
Total number of Offer Shares before exercise of the Over-allotment Option	64,978,000 Hong Kong Public Offering Shares	97,467,000 Hong Kong Public Offering Shares	129,955,000 Hong Kong Public Offering Shares	259,910,000 Hong Kong Public Offering Shares
	1,234,572,000 International Offering Shares	1,202,083,000 International Offering Shares	1,169,595,000 International Offering Shares	1,039,640,000 International Offering Shares
Total number of the Offer Shares after the exercise in full of the Over-allotment Option	74,725,000 Hong Kong Public Offering Shares	112,087,000 Hong Kong Public Offering Shares	149,449,000 Hong Kong Public Offering Shares	298,897,000 Hong Kong Public Offering Shares
	1,419,757,500 International Offering Shares	1,382,395,500 International Offering Shares	1,345,033,500 International Offering Shares	1,195,585,500 International Offering Shares

6.19.12 The second and fourth paragraphs under the section entitled “Structure of the Global Offering - Pricing and Allocation” on page 451 of the Prospectus are amended to read as follows:

“The Offer Price is expected to be fixed by agreement between the Company and the Underwriters’ Representatives (on behalf of the Underwriters) on the Price Determination Date, which is expected to be on or about Tuesday, April 29, 2014 (at a time no earlier than the Closure of Confirmation Period) and in any event no later than Monday, May 5, 2014.

The Underwriters’ Representatives (on behalf of the Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering, cause there to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Company (www.wh-group.com) and the website of the Stock Exchange (www.hkexnews.hk) notices of the reduction. Upon issue of such a notice, the revised Offer Price range will be final and conclusive and the Offer Price, if agreed upon by the Company and the Underwriters’ Representatives (on behalf of the Underwriters), will be fixed within such revised Offer Price range. Applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the indicative Offer Price range may not be made until the last day for lodging applications under the Hong Kong Public Offering. Supplemental listing documents will also be issued by the Company in the event of a reduction in the number of Offer Shares and/or the indicative Offer price range. Such supplemental listing documents will also include confirmation or revision, as appropriate, of the working capital statement and the Global Offering statistics as currently set out in this prospectus, and any other financial information which may change as a result of any such reduction. In the absence of any such supplemental listing documents so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon between the Company and the Underwriters’ Representatives (on behalf of the Underwriters), will under no circumstances be set outside the Offer Price range stated in this prospectus.”

6.19.13 The last paragraph under the section entitled “Structure of the Global Offering - Pricing and Allocation” under” on page 452 of the Prospectus is amended to read as follows:

“The final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of Offer Shares under the Hong Kong Public Offering are expected to be announced on Wednesday, May 7, 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Company (www.wh-group.com) and the website of the Stock Exchange (www.hkexnews.hk).”

6.19.14 The first paragraph under the section entitled “Structure of the Global Offering — Hong Kong Underwriting Agreement” on page 452 of the Prospectus is amended to read as follows:

“The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to the Company and the Underwriters’ Representatives (on behalf of the Underwriters) agreeing on the Offer Price.”

6.19.15 Paragraph (b) of the first paragraph and the second paragraph under the section entitled “Structure of the Global Offering - Conditions of the Global Offering” on pages 452 and 453 of the Prospectus are amended to read as follows:

“(b) the Offer Price having been duly agreed between the Company and the Underwriters’ Representatives (on behalf of the Underwriters) on the Price Determination Date;

If, for any reason, the Offer Price is not agreed between the Company and the Underwriters’ Representatives (on behalf of the Underwriters) on or before Monday, May 5, 2014, the Global Offering will not proceed and will lapse.”

6.19.16 The first paragraph under the section entitled “Structure of the Global Offering - Dealing Arrangements” on page 454 of the Prospectus is amended to read as follows:

“Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, May 8, 2014, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, May 8, 2014.”

6.20 How to Apply for the Hong Kong Public Offering Shares

6.20.1 The first and second paragraphs under the section entitled “How to Apply for the Hong Kong Public Offering Shares - 11. Publication of Results” on page 473 of the the Prospectus are amended to read as follows:

“The Company expects to announce the final Offer Price, the indication of level of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offering Shares on Wednesday, May 7, 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at www.wh-group.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- in the announcement to be posted on the Company’s website at www.wh-group.com and the Stock Exchange’s website at www.hkexnews.hk by no later than 8:00 a.m. on Wednesday, May 7, 2014;
- from the designated results of allocations website at www.iporesults.com.hk with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Wednesday, May 7, 2014 to 12:00 mid-night on Tuesday, May 13, 2014;
- by telephone inquiry line by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from Wednesday, May 7, 2014 to Saturday, May 10, 2014;
- in the special allocation results booklets which will be available for inspection during opening hours from Wednesday, May 7, 2014 to Friday, May 9, 2014 at all the receiving bank branches and sub-branches.”

6.20.2 The second paragraph under the section entitled “How to Apply for the Hong Kong Public Offering Shares - 13. Refund of Application Monies” on page 475 of the the Prospectus is amended to read as follows:

“Any refund of your application monies will be made on Wednesday, May 7, 2014.”

6.20.3 The third paragraph under the section entitled “How to Apply for the Hong Kong Public Offering Shares - 14. Dispatch/Collection of Share Certificates and Refund Monies” on page 476 of the Prospectus is amended to read as follows:

“Subject to arrangement on dispatch/collection of share certificates and refund monies as mentioned below, any refund cheques and share certificates are expected to be posted on or around Wednesday, May 7, 2014. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of cheque(s) or banker’s cashier’s order(s).”

6.20.4 The fourth paragraph under the section entitled “How to Apply for the Hong Knog Public Offering Shares - 14. Dispatch/Collection of Share Certificates and Refund Monies” on page 476 of the Prospectus is amended to read as follows:

“Share certificates will only become valid at 8:00 a.m. on Thursday, May 8, 2014 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” in this prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.”

6.21 Appendix II Section A — Unaudited Pro Forma Financial Information

Appendix II Section A of the Prospectus is replaced by the information in Appendix I to this Supplemental Prospectus which includes an assurance report on unaudited pro forma financial information.

6.22 Appendix IV — Statutory and General Information

6.22.1 The first paragraph under the section entitled “Appendix IV — Statutory and General Informtion — Repurchase of Our Shares - 4. General” on page IV-8 of the Prospectus is amended to read as follows:

“Exercise in full of the current repurchase mandate, on the basis of 12,995,461,111 Shares in issue after completion of the Global Offering (without taking into account of the Shares which may be issued pursuant to the exercise of the Over-allotment Option or the Pre-IPO Share Options), could accordingly result in up to 1,299,546,111 Shares being repurchased by us during the period prior to:

- (a) the conclusion of our next annual general meeting;
- (b) the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles of Association to be held; or
- (c) the date on which the repurchase mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.”

6.22.2 Two new sub-paragraphs oo. and pp. are added under the section entitled “Appendix IV — Statutory and General Information — Further Information about the Business of the Company — 1. Summary of Material Contracts” from page V-9 to page IV-15 of the Prospectus as follows:

“oo. the CDH Deed of Non-competition; and

pp. the Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement.”

6.22.3 The section entitled “Appendix IV — Statutory and General Information — Further Information About Directors and Substantial Shareholders — 1. Disclosure of Interests” from page IV-51 to page IV-58 of the Prospectus is amended to read as follows:

“(a) *Interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of our Company and our associated corporations*

The following table sets out the interests of the Directors and chief executive of the Company immediately following completion of the Global Offering (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or the Pre-IPO Share Options) in the Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are 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 to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, once the Shares are listed:

(i) *Interests in the Shares*

Name of Director/ Chief Executive	Capacity/ Nature of Interest	Number of Shares	Approximate Percentage of Shareholding
Mr. Wan Long	Interest in a controlled corporation ⁽¹⁾	573,099,645	4.410%
	Beneficiary of a trust ⁽²⁾	721,038,814	5.548%
Mr. Guo Lijun	Beneficiary of a trust ⁽³⁾	61,789,090	0.475%
Mr. Yang Zhijun	Interest in a controlled corporation ⁽⁴⁾	245,614,133	1.890%
	Beneficiary of a trust ⁽⁵⁾	43,352,023	0.334%
Mr. Zhang Taixi	Beneficiary of a trust ⁽⁶⁾	996,598	0.008%

Notes:

- (1) Mr. Wan Long owns Sure Pass as to 100%, which in turn owns 573,099,645 Shares. Accordingly, Mr. Wan Long is deemed to have interest in the 573,099,645 Shares held by Sure Pass.
- (2) Mr. Wan Long is one of the participants in the Heroic Zone Share Plan, through which he holds approximately 14.47% of the beneficial interest in Rise Grand, which in turn owns 100% of the equity interest of Heroic Zone. Accordingly, Mr. Wan Long is deemed to have interest in the 721,038,814 Shares which Heroic Zone is interested in.

- (3) Mr. Guo Lijun is one of the participants in the Heroic Zone Share Plan, through which he holds approximately 1.24% of the beneficial interest in Rise Grand, which in turn owns 100% of the equity interest of Heroic Zone. Accordingly, Mr. Guo Lijun is deemed to have interest in the 61,789,090 Shares which Heroic Zone is interested in.
- (4) Mr. Yang Zhijun owns Rich Matrix as to 100%, which in turn owns 245,614,133 Shares. Accordingly, Mr. Yang Zhijun is deemed to have interest in the 245,614,133 Shares held by Rich Matrix.
- (5) Mr. Yang Zhijun is one of the participants in the Heroic Zone Share Plan, through which he holds approximately 0.87% of the beneficial interest in Rise Grand, which in turn owns 100% of the equity interest of Heroic Zone. Accordingly, Mr. Yang Zhijun is deemed to have interest in the 43,352,023 Shares which Heroic Zone is interested in.
- (6) Mr. Zhang Taixi is one of the participants in the Heroic Zone Share Plan, through which he holds approximately 0.02% of the beneficial interest in Rise Grand, which in turn owns 100% of the equity interest of Heroic Zone. Accordingly, Mr. Zhang Taixi is deemed to have interest in the 996,598 Shares which Heroic Zone is interested in.

(ii) *Interests in the underlying Shares of our Company*

Name of Director/ Chief Executive	Capacity/Nature of Interest	Number of Underlying Shares subject to the Pre-IPO Share Options	Approximate Percentage of Shareholding⁽¹⁾
Mr. Wan Long	Beneficial interest	146,198,889	1.077%
Mr. Guo Lijun	Beneficial interest	40,000,000	0.295%
Mr. Pope C. Larry	Beneficial interest	40,000,000	0.295%
Mr. Zhang Taixi	Beneficial interest	40,000,000	0.295%

Note:

- (1) The percentage is for illustrative purpose only and is calculated based on the number of Shares in issue immediately following completion of the Global Offering without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and assuming that all the Pre-IPO Share Options have been exercised in full.

(iii) *Interests in our associated corporation*

Name of Director/ Chief Executive	Name of Associated Corporation	Capacity/Nature of Interest	Number of Shares Interested	Approximate Percentage of Shareholding
Mr. Wan Long	Shuanghui Development	Beneficial interest	94,490	0.05%

(b) *Interests of the substantial shareholders in the Shares*

Immediately following completion of the Global Offering (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or the Pre-IPO Share Options), so far as the Directors are aware, the following persons (other than the Directors and chief executive of our Company) will have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will, directly or indirectly, be interested 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 our Company:

<u>Name</u>	<u>Capacity/ Nature of Interest</u>	<u>Number of Shares/ Underlying Shares</u>	<u>Approximate Percentage of Shareholding⁽¹⁴⁾</u>
Rise Grand ⁽¹⁾	Interest in controlled corporation	4,982,991,111	38.344%
Heroic Zone ⁽²⁾	Beneficial interest	3,181,820,000	24.484%
	Interest in controlled corporation	1,801,171,111	13.860%
CDH Shine	Beneficial interest	1,745,452,290	13.431%
CDH Shine II Limited	Beneficial interest	968,530,000	7.453%
CDH Sunshine Limited ⁽³⁾	Interest in controlled corporation	968,530,000	7.453%
China Shine Group Limited ⁽⁴⁾	Interest in controlled corporation	3,547,954,371	27.301%
CDH PE Fund, L.P. ⁽⁵⁾	Interest in controlled corporation	3,547,954,371	27.301%
CDH PE Holdings Company Limited ⁽⁶⁾	Interest in controlled corporation	3,547,954,371	27.301%
CDH China Growth Capital Holdings Company Limited ⁽⁷⁾	Interest in controlled corporation	3,547,954,371	27.301%
China Diamond Holdings III Limited ⁽⁸⁾	Interest in controlled corporation	3,547,954,371	27.301%
CDH V Holdings Company Limited ⁽⁹⁾	Interest in controlled corporation	903,056,579	6.949%
CDH Diamond Holdings V Limited ⁽¹⁰⁾	Interest in controlled corporation	903,056,579	6.949%
China Diamond Holdings Company Limited ⁽¹¹⁾	Interest in controlled corporation	4,451,010,950	34.251%
Ms. Wang Meixiang (王梅香) ⁽¹²⁾	Interest of spouse	1,294,138,459	9.958%
	Interest of spouse	146,198,889	1.125% ⁽¹³⁾

Notes:

1. Rise Grand, as the sole shareholder of Heroic Zone, is deemed to be interested in the 3,181,820,000 Shares held by Heroic Zone and also the 1,801,171,111 Shares held by Chang Yun, High Zenith, Sure Pass and Rich Matrix which Heroic

Zone is deemed to be interested in. As of the Latest Practicable Date, the beneficial interest of Rise Grand was owned by 325 participants (the “HSP Participants”) of the Heroic Zone Share Plan. Pursuant to an entrustment agreement dated December 25, 2009, the employee share committee (the “ESC”), on behalf of all HSP Participants under the Heroic Zone Share Plan, entrusted three individual trustees, namely Messrs. Zhao Yinzhang, He Xingbao and Lei Yutian, (each being an employee of the Group), to hold the legal title, and to exercise the voting rights attached to 100% equity interest in Rise Grand in joint tenancy (the “HSP Trustees”). Under the Heroic Zone Share Plan, the ESC, on behalf of all HSP Participants, is entitled to instruct the HSP Trustees as to how to exercise their rights as the registered shareholders of Rise Grand, which in turn will instruct Heroic Zone, a wholly owned subsidiary of Rise Grand, as to how to exercise its rights, including the voting rights attached to the Shares it holds in the Company. The members of the ESC are selected by the general meeting of the HSC participants. The ESC has been composed of five members since its establishment. For further details of the Heroic Zone Share Plan, please see the section headed “History, Development and Corporate Structure — Shareholding Changes — Shareholding Structure at Beginning of Track Record Period”.

2. Chang Yun, High Zenith, Sure Pass and Rich Matrix should exercise the voting rights attached to their Shares respectively held by them in accordance with the direction of Heroic Zone in its absolute discretion. Therefore, Heroic Zone is deemed to be interested in the 1,801,171,111 Shares in aggregate held by Chang Yun, High Zenith, Sure Pass and Rich Matrix. For further details of the voting rights of Chang Yun, High Zenith, Sure Pass and Rich Matrix, please see the sections headed “History, Development and Corporate Structure — Our History — History of Our PRC Business — Share Issuance and Transfer to Chang Yun” and “History, Development and Corporate Structure — Shareholding Changes — Shareholding Changes During Track Record Period — High Zenith”.
3. CDH Shine II Limited is wholly owned by CDH Sunshine Limited. Therefore, CDH Sunshine Limited is deemed to be interested in all the Shares held by CDH Shine II Limited under the provisions of part XV of the SFO.
4. China Shine Group Limited directly owns the entire interests in each of CDH Shine, CDH Shine III Limited and CDH Shine IV Limited and, through CDH Sunshine Limited, owns the entire interest in CDH Shine II Limited. Therefore, China Shine Group Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
5. China Shine Group Limited is wholly owned by CDH PE Fund, L.P. Therefore, CDH PE Fund, L.P. is deemed to be interested in all the Shares held by CDH Shine, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
6. The general partner of CDH PE Fund, L.P. is CDH PE Holdings Company Limited. Therefore, CDH PE Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
7. CDH PE Holdings Company Limited is wholly owned by CDH China Growth Capital Holdings Company Limited. Therefore, CDH China Growth Capital Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
8. China Diamond Holdings III Limited directly owns approximately 69.5% of CDH China Growth Capital Holdings Company Limited. Therefore, China Diamond Holdings III Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited and CDH Shine IV Limited under the provisions of Part XV of the SFO.
9. CDH Shine V Limited is owned as to 69.9% and 30.1% by CDH Fund V L.P. and Tianjin Dinghui Jiapeng Equity Investment Partnership (L.P.) (天津鼎暉嘉鵬股權投資合作企業(有限公司)), respectively. CDH V Sunshine I Limited and CDH V Sunshine II Limited are directly wholly-owned by CDH V Co-investment Shine I, L.P. and CDH V Co-investment Shine II, L.P., respectively. The general partners of CDH V Co-investment Shine I, L.P. and CDH V Co-investment Shine II, L.P. are CDH V Shine I Holdings Limited and CDH V Shine II Holdings Limited, respectively. CDH V Holdings Company Limited is the general partner of CDH Fund V L.P. and also owns the entire interests in CDH V Shine I Holdings Limited and CDH V Shine II Holdings Limited. Therefore, CDH V Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited.
10. CDH V Holdings Company Limited is wholly-owned by China Diamond Holdings V Limited. Therefore, China Diamond Holdings V is deemed to be interested in all the Shares held by CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited.

11. Each of China Diamond Holdings III Limited and China Diamond Holdings V Limited is wholly owned by China Diamond Holdings Company Limited. Therefore, China Diamond Holdings Company Limited is deemed to be interested in all the Shares held by CDH Shine Limited, CDH Shine II Limited, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited.
12. Ms. Wang Meixiang is the spouse of Mr. Wan Long. Therefore, Ms. Wang Meixiang is deemed to have interest in the 1,294,138.45 Shares which Mr. Wan Long is interested in. In addition, Ms. Wang Meixiang is also deemed to be interested in the 146,198,889 underlying Shares which Mr. Wan Long is interested in.
13. This percentage is for illustrative purpose only and is calculated based on the number of Shares in issue immediately following completion of the Global Offering without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and assuming that all the Pre-IPO Share Options have been exercised in full.
14. The percentage of shareholding in the table is presented without taking into account the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or the Pre-IPO Share Options.

(c) *Interests of the substantial shareholder of any member of our Group (other than our Company)*

So far as our Directors are aware, immediately following completion of the Global Offering, the following persons (not being Directors or chief executive of our Company) will, directly or indirectly, be interested in 10% or more of the nominal value of the equity interests carrying rights to vote in all circumstances at general meeting of the following members of our Group (other than our Company):

Name of Shareholder	Name of Member of the Group	Capacity/ Nature of Interest	Approximate Percentage of Shareholding
Mr. He Shenghua	Shuanghui Logistics	Beneficial owner	15%
Mr. Qiao Mingjun	Luohe Shineway Computer Software Co., Ltd. (漯河雙匯計算機軟件 有限責任公司)	Beneficial owner	49%
Teeuwissen Holding BV	Luohe Huisheng Biological Technology Co., Ltd. (漯河匯盛生物科技有限公司)	Beneficial owner	10%
Luohe Hengxiang Industry & Trading Co., Ltd. (漯河市恒祥工貿有限公司)	Luohe Huisheng Biological Technology Co., Ltd. (漯河匯盛生物科技有限公司)	Beneficial owner	15%
AIN Foods Hong Kong International Company Limited (愛櫻食品香港國際 有限公司)	Luohe Shineway Haiying Seasoning Food Co., Ltd. (漯河雙匯海櫻調味料食品有限 公司)	Beneficial owner	33.40%
NIPPON Meat Packers, Inc. (日本火腿株式會社)	Luohe Shuanghui Wanzhong Poultry Processing Co., Ltd. (漯河雙匯萬中禽業加工 有限公司)	Beneficial owner	10%
NIPPON Meat Packers, Inc. (日本火腿株式會社)	Luohe Shuanghui Wanzhong Poultry Development Co., Ltd. (漯河雙匯萬中禽業發展 有限公司)	Beneficial owner	10%

Name of Shareholder	Name of Member of the Group	Capacity/ Nature of Interest	Approximate Percentage of Shareholding
Yingte Ranch, Inc. (櫻特農場株式會社)	Henan Wandong Animal-Husbandry Co., Ltd. (河南萬東牧業有限公司)	Beneficial owner	25%
Fuxin Food Co., Ltd. (阜新市食品有限責任公司)	Fuxin Shineway Meat Processing Co., Ltd. (阜新雙匯肉類加工有限公司)	Beneficial owner	12%
Heilongjiang Beidahuang Meat Industry Co., Ltd. (黑龍江省北大荒肉業有限 公司)	Baoquanling Shuanghui Beidahuang Food Co., Ltd. (黑龍江寶泉嶺雙匯北大荒食品有 限公司)	Beneficial owner	25%
Heilongjiang Beidahuang Meat Industry Co., Ltd. (黑龍江省北大荒肉業有限 公司)	Wangkui Shuanghui Beidahuang Food Co., Ltd. (望奎雙匯北大荒食品有限公司)	Beneficial owner	25%
Heilongjiang Beidahuang Meat Industry Co., Ltd. (黑龍江省北大荒肉業有限 公司)	Harbin Shuanghui Beidahuang Food Co., Ltd. (哈爾濱雙匯北大荒食品有限 公司)	Beneficial owner	25%
Zhejiang Xinchun Food Co., Ltd. (浙江新辰食品有限公司)	Zhejiang Jinhua Shineway Food Co., Ltd. (浙江金華雙匯食品有限公司)	Beneficial owner	20%
Fuxin Food Co. Ltd. (阜新市食品有限責任公司)	Fuxin Shuanghui Food Co., Ltd. (阜新雙匯食品有限責任公司)	Beneficial owner	29.81%
Fuxin Xinggang Food Co. Ltd. (阜新星港食品有限責任公司)	Fuxin Shuanghui Food Co., Ltd. (阜新雙匯食品有限責任公司)	Beneficial owner	19.19%
Mainstream Holdings Limited (華新控股有限公司)	Shanghai Shuanghui Dachang Co., Ltd. (上海雙匯大昌有限公司)	Beneficial owner	26.04%
Labor Union of Shuanghui Group (雙匯集團工會委員會)	Luohe Shuanghui Freshening Packaging Co., Ltd. (漯河雙匯保鮮包裝有限公司)	Beneficial owner	50%
Labor Union of Shuanghui Group (雙匯集團工會委員會)	Luohe Shuanghui Commerce Chain Co., Ltd. (漯河雙匯商業連鎖有限公司)	Beneficial owner	48%
Labor Union of Shuanghui Group (雙匯集團工會委員會)	Luohe Huite Food Co., Ltd. (漯河匯特食品有限公司)	Beneficial owner	30%
Labor Union of Shuanghui Group (雙匯集團工會委員會)	Luohe Huafeng Investment Co., Ltd. (漯河華豐投資有限公司)	Beneficial owner	25%
Fuxin Food Co., Ltd. (阜新市食品有限責任公司)	Fuxin Huifu Food Co., Ltd. (阜新匯福食品有限公司)	Beneficial owner	20%

Name of Shareholder	Name of Member of the Group	Capacity/ Nature of Interest	Approximate Percentage of Shareholding
ASI Technologies INC.	Luohe Tianrui Biochemicals Co., Ltd. (漯河天瑞生化有限公司)	Beneficial owner	25%
ASI Technologies INC.	Luohe Shuanghui Bioengineering Technologies Co., Ltd. (漯河雙匯生物工程技術有限公司)	Beneficial owner	25%
Kureha Corporation	Luohe Chinachem Shuanghui Plastic Processing Co., Ltd. (漯河華懋雙匯塑料工程有限公司)	Beneficial owner	10.16%
American Skin, L.L.C	American Skin Food Group LLC	Beneficial owner	20%
NLBT Investments, LLC	American Skin Food Group LLC	Beneficial owner	10%
Johnson Breeders, Inc.	Wilmington Bulk, LLC	Beneficial owner	20%
Prestage Farms, Inc.	Wilmington Bulk, LLC	Beneficial owner	20%
KCS Holdings, LLC	Kansas City Sausage Company, LLC	Beneficial owner	50%
QED Corporation Limited	Best Solutions LLC	Beneficial owner	42.86%
Moritz LLC	Titan Global LLC	Beneficial owner	20%
Prestage of South Carolina, Inc.	Ag Provision, LLC	Beneficial owner	16.7%
Nash Johnson & Sons, Inc.	Ag Provision, LLC	Beneficial owner	16.7%
Six Maxwells LLC	Ag Provision, LLC	Beneficial owner	16.7%
Prestage Farms, Inc.	AgProtein, Inc.	Beneficial owner	25%

6.22.4 Paragraph (d) of the section entitled “Appendix IV — Statutory and General Information — Further Information About Directors and Substantial Shareholders — 5. Disclaimer” on page IV-60 of the Prospectus is amended to read as follows:

- (d) taking no account of Shares which may be taken up under the Global Offering, none of our Directors is aware of any person (not being a Director or chief executive of the Company) who will, immediately following completion of the Global Offering (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or the Pre-IPO Share Options), have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the 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;

6.22.5 Paragraphs (b) and (c) of the section entitled “Appendix IV — Statutory and General Information — Pre-IPO Option Scheme” from page IV-63 to page IV-71 of the Prospectus is amended to read as follows:

“(b) *Outstanding Options*

As of the date of this prospectus, the Pre-IPO Share Options to subscribe for an aggregate of 584,795,555 Shares have been granted to a total of 210 eligible participants by our Company under the Pre-IPO Share Option Scheme.

Particulars of the Pre-IPO Share Options granted to the grantees under the Pre-IPO Share Option Scheme are set forth below:

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
<i>Directors</i>				
WAN Long (萬隆)	Executive Director, Chairman and Chief Executive Officer	No. 3, Building 7 No. 200 Mansion, Lijiang Road Zhaoling District Luohe City Henan Province PRC	146,198,889	1.0766%
GUO Lijun (郭麗軍)	Executive Director, Vice President and Chief Financial Officer	5/F, Room B Diamond Court Hillwood Road 10-12 Kowloon, Tsim Sha Tsui Hong Kong	40,000,000	0.2945%
POPE C. Larry	Executive Director	319 East Landing Williamsburg Virginia, U.S.	40,000,000	0.2945%
ZHANG Taixi (張太喜)	Executive Director	Room 903, Building 4 Qinghua Park Fuyuanmingju Songshan Road Luohe City Henan Province PRC	40,000,000	0.2945%

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
<i>Senior Management</i>				
QIAO Haili (喬海莉)	Vice president of Shuanghui Development and general manager of Shuanghui Development's meat processing division	Room 2, Unit 2, Building 18, Jianshe Road, Huiyuan District, Luohe City, Henan Province, China	9,922,417	0.0731%
MA Xiangjie (馬相傑)	Vice president of Shuanghui Development and general manager of Shuanghui Development's fresh food division	Room 502, Unit 2, Building 4, No. 106 Huangshan road, Yancheng District, Luohe City, Henan Province, China	9,922,417	0.0731%
WANG Yufen (王玉芬)	Vice president of Shuanghui Development (in charge of technology research)	No. 1103 Shuanghui Garden, Shuanghui Road, Luohe City, Henan Province, China	9,922,417	0.0731%
LIU Songtao (劉松濤)	Vice president of Shuanghui Development (in charge of finance)	Room 2 East, Unit 1, Building A02, Shuanghui International Garden, Jinshan Road, Luohe City, Henan Province, China	5,879,951	0.0433%
SULLIVAN Kenneth M.	Chief financial officer of Smithfield	7627 Hill Drive, Richmond, VA, U.S.	12,000,000	0.0884%
MANLY IV Robert W.	Executive vice president and chief synergy officer of Smithfield	7501 River Road-Apt #15E Newport News VA, U.S.	5,000,000	0.0368%

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
THAMODARAN Dhamu R.	Executive vice president and chief commodity hedging officer of Smithfield	1708 Church Point Court Virginia Beach VA, U.S.	7,000,000	0.0515%
NOWAKOWSKI Dariusz	President of Smithfield's Europe division	ul. Grzybowska 4/57, Warsaw, Poland	4,000,000	0.0295%
CHAU Ho (周豪)	Chief Legal Officer and company secretary of the Company	Flat F, G Floor, Step 2, Aegean Terrace, 60 Sassoon Road	3,500,000	0.0258%
<i>Connected persons</i>				
WAN Hongwei (萬宏偉)	Assistant to the Chief Executive Officer	Room 6020, 60/F, The Harbourview Place, 1 Austin Road West, Kowloon	2,500,000	0.0184%
YOU Zhaosheng (游召勝)	Assistant to the president of Shuanghui Development	Room 301, Unit 1, Building 12, Shuanghui Jiashuyuan, Shuanghui Road, Luohe, Henan, China	4,115,966	0.0303%
LI Xianmu (李現木)	General manager of chemical engineering department of Shuanghui Development	Room 202, Unit 2, Building 11, Forest Peninsula, Yancheng District, Luohe, Henan, China	5,144,957	0.0379%
You Mu (游牧)	General manager of Shuanghui Group	Flat E05, Shuanghui International Gardan, Jinshan Road, Luohe, Henan, China	3,674,969	0.0271%

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
Lei Yonghui (雷永輝)	General manager of cultivation department of Shuanghui Development	Room 602, Unit 1, Building B06, Shuanghui International Gardan, Jinshan Road, Luohe, Henan, China	3,674,969	0.0271%
HE Jianmin (賀建民)	General manager of Mianyang Shuanghui Food Co., Ltd.	Room 501, Unit 1, Building 12, Yinhewan, East Huanghe Road, Luohe, Henan, China	4,409,963	0.0325%
LIU Hongsheng (劉紅生)	General manager of Shandong Dezhou Shineway Food Co., Ltd.	Flat 6, Unit 3, Jindi Cuiyuan, Taishan Road, Yancheng District, Luohe, Henan, China	4,409,963	0.0325%
YU Songtao (余松濤)	General manager of Nanchang Shuanghui Food Co., Ltd.	Room 202, Unit 1, Building 2, No. 19 Hengshan Road, Shaoling District, Luohe, Henan, China	4,409,963	0.0325%
PAN Guanghui (潘廣輝)	General manager of Zhengzhou Shuanghui Food Co., Ltd.	No. 8, Unit 3, Building 56, No. 66 Jingbeier Road, Zhengzhou, Henan	4,409,963	0.0325%
ZHAO Sufang (趙朔方)	General manager of Wuhu Shuanghui Food Co., Ltd.	No. 251, Building 2, Haiyuwan, Qingnian Street, Haizhou District, Fuxin, Liaoning	4,409,963	0.0325%
CAO Xiaojie (曹曉杰)	General manager of Nanning Shuanghui Food Co., Ltd.	Room 702, Unit 3, Building 3, No. 339 Huanghe Road, Yancheng District, Luohe, Henan, China	4,409,963	0.0325%
LI Jun (李駿)	General manager of Giangsu Huai'an Shineway Food Co., Ltd.	Flat D27, Shuanghui International Garden, Jinshan Road, Luohe, Henan, China	3,674,969	0.0271%

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
ZHAO Guobao (趙國寶)	General manager of integrated business department of Shuanghui Development	Room E2, Building C15, Spanish Rose, Nanjiang Road, Luohe, Henan, China	1,469,988	0.0108%
LI Yong (李永)	General manager of Guangdong Shineway Food Co., Ltd.	Room 202, Building B09, Shuanghui International Garden, Jinshan Road, Luohe, Henan, China	2,939,976	0.0216%
SONG Hongliang (宋紅亮)	General manager of Guangdong Shineway Food Co., Ltd.	Room 302, Unit 2, Building 11, No. 860 Jinshan Road, Yancheng District, Luohe, Henan, China	2,939,976	0.0216%
YU Guangshan (芋廣山)	General manager of Fuxin Shineway Meat Processing Co., Ltd.	Room 302, Unit 3, Building 11, World Metro Town, No. 76 Jinshan Road, Luohe, Henan, China	2,939,976	0.0216%
YIN Weihua (尹衛華)	General manager of Hubei Wuhan Shuanghui Food Co., Ltd.	Room E04, Shuanghui International Garden, Jinshan Road, Luohe, Henan, China	2,939,976	0.0216%
ZHU Longhu (朱龍虎)	General manager of Tangshan Shineway Food Co., Ltd.	Room 104, Unit 1, Building 4, Shanghe Yayuan Nanli, Quanfa Road, Wuqing District, Tianjin, China	2,939,976	0.0216%
CHAI Wenlei (柴文磊)	Deputy manager of chemical engineering department of Shuanghui Development	Room 301, Unit 2, Building 10, Forest Peninsula, Yancheng District, Luohe, Henan, China	1,469,988	0.0108%

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
COLE, Michael H.	Vice president, chief legal officer and secretary of Smithfield	7407 Glencove Place, Norfolk, VA, U.S.	2,000,000	0.0147%
SCHELLPEPER, Timothy O.	President of The Smithfield Packing Company, Incorporated	2045 Sarah Spence, Williamsburg, VA, U.S.	7,000,000	0.0515%
BROWN, Michael E.	President of Farmland Foods, Inc.	1118 Alhambra, Leawood, KS, U.S.	4,500,000	0.0331%
SEBRING, Joseph B.	President of John Morrell & Co.	5606 Brookstone, Cincinnati, OH, U.S.	4,500,000	0.0331%
SCHMIDT Gregg	President of Murphy-Brown LLC	166 Legacy Drive, Wallace, NC, U.S.	3,000,000	0.0221%
MIHAIL Bogdan	President of Smithfield Romania S.R.L.	16 Frederic Joliot Curie Street — Setion 5, Bucharest, Romania	250,000	0.0018%
POPE Christopher L.	N/A	720N, Larabee - Apt. 203, Chicago, IL, U.S.	1,000,000	0.0074%
<i>Other grantees who have been granted the Pre-IPO Share Options to subscribe for 4,500,000 Shares or more</i>				
Wen Guoshan (溫國山)	Vice president of Shuanghui Development (in charge of procumbent)	Room 1, Unit 1, Building 1, 91 Jiansha Road, Luohe, Henan, China	5,879,951	0.0433%
Li Hongwei (李紅偉)	Vice president of Shuanghui Development (in charge of quality control)	Room 904, Building 20, Forest Peninsula, Yancheng District, Luohe, Henan, China	5,879,951	0.0433%

Grantee	Position	Address	Number of Shares to be issued upon full exercise of the Pre-IPO Share Options	Percentage of enlarged issued share capital of the Company after full exercise of the Pre-IPO Share Options⁽¹⁾
Wang Yonglin (王永林)	Deputy general manager of fresh food division of Shuanghui Development (in charge of production)	Room 401, Unit 3, 399 West Renmin Road, Yuanhui District, Luohe, Henan, China	5,879,951	0.0433%
Fu Zhiyong (付志勇)	Deputy general manager of fresh food division of Shuanghui Development (in charge of procurement)	Room 602, Unit 2, Building A04, Shuanghui International Garden, 860 Jinshan Road, Luohe, Henan, China	5,879,951	0.0433%
Guo Xinwen (郭新聞)	Deputy general manager of meat processing division of Shuanghui Development (in charge of production)	Room 201, Building G01, Shuanghui International Garden, 860 Jinshan Road, Luohe, Henan, China	5,879,951	0.0433%
Liu Qingde (劉清德)	Vice President of Shuanghui Development (in charge of human resources)	Building D20 Shuanghui International Garden, Jinshan Road, Luohe, Henan, China	5,144,957	0.0379%
<i>165 other grantees</i>			127,769,288	0.9408%
Total			584,795,555	4.3062%

Note:

- (1) The percentage is for illustrative purpose only and is calculated based on the number of Shares in issue immediately following completion of the Global Offering without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and assuming that all Pre-IPO Share Options have been exercised in full.

Save as disclosed above, no other options have been granted or agreed to be granted by the Company under the Pre-IPO Share Option Scheme.

Application has been made to the Listing Committee for the listing of and permission to deal in the 584,795,555 Shares that may be issued pursuant to the exercise of the Pre-IPO Share Options.

We will not permit the exercise of any Pre-IPO Share Options if as a result of such exercise we would not be able to comply with the minimum public float requirement of the Listing Rules.

(c) *Effect on Earnings per Share as a Result of the Pre-IPO Share Option Scheme*

Subject to any alterations set out under the Pre-IPO Share Option Scheme in the event of any capitalization issue, rights issue, open offer, sub-division, consolidation of shares, or reduction of capital of the Company that may take place after the Listing, the total number of shares subject to the Pre-IPO Share Options shall represent no more than 584,795,555 Shares, approximately 4.50% of the issued share capital of our Company immediately upon completion of the Global Offering (excluding any Share which may fall to be allotted and issued upon the exercise of the Over-allotment Option or the Pre-IPO Share Options), or approximately 4.31% of the enlarged issued share capital of our Company upon full exercise of all the outstanding Pre-IPO Share Options on completion of the Global Offering (assuming the Over-allotment Option is not exercised). As such, assuming full exercise of the outstanding Pre-IPO Share Options, the shareholding of our Shareholders immediately following completion of the Global Offering will be diluted by approximately 4.31%. Further, assuming that (i) our Company had been listed on the Stock Exchange since January 1, 2013 with 12,995,461,111 Shares in issue; and (ii) all the Pre-IPO Share Options in respect of 584,795,555 Shares were exercised in full on January 1, 2013, the earning per Share on a pro forma diluted basis would be approximately US\$(0.02) (unaudited) for the year ended December 31, 2013.”

6.22.6 The section entitled “Appendix IV — Statutory and General Information — Other Information — 10. Particulars of the Selling Shareholders” from page IV-74 to page IV-81 of the Prospectus is deleted in its entirety.

7. RECENT DEVELOPMENT SINCE THE LATEST PRACTICABLE DATE

As of the date hereof (April 24, 2014), we confirm that, save as disclosed in this Supplemental Prospectus, there has been no material change or material development since the Latest Practicable Date (April 7, 2014). There is no material information relating to our financial or trading positions or our prospects which is not disclosed in the Prospectus or this Supplemental Prospectus.

8. REVISED TIMETABLE OF THE GLOBAL OFFERING

Applicants who have made valid applications under the Hong Kong Public Offering (the “Eligible Applicants”) should consider the potential impact of the change of the expected timetable of the Global Offering, together with other matters disclosed in this Supplemental Prospectus, on their decision to invest in the Hong Kong Offering Shares. Further, we are seeking the Eligible Applicants to confirm their applications under the Hong Kong Public Offering.

- (1) Announcement of the reduction in number of Offer Shares, the publication of the Supplemental Prospectus and the change in the expected timetable of the Global Offering to be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.wh-group.com and also in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) Friday, April 25, 2014

- (2) The Supplemental Prospectus and the Confirmation Form to be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.wh-group.com Friday, April 25, 2014
- (3) The period when Eligible Applicants may lodge confirmation of their applications for the Hong Kong Public Offering Shares under the Hong Kong Public Offering in full⁽²⁾ 9:00 a.m. to 5:00 p.m. on
 Friday, April 25, 2014
 Monday, April 28, 2014
 Tuesday, April 29, 2014
- (4) Expected Price Determination Date⁽³⁾ on or around Tuesday, April 29, 2014
- (5) Announcement of
- the final Offer Price;
 - the level of valid applications in the Hong Kong Public Offering, taking into account all confirmations from the Eligible Applicants;
 - the level of indications of interest in the International Offering; and
 - the basis of allotment of the Hong Kong Offering Shares, subject to such applications being validly confirmed by the Eligible Applicants,
- to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on or before . . . Wednesday, May 7, 2014
- (6) Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels (please refer to the section headed "How to Apply for the Hong Kong Public Offering Shares — 11. Publication of results" in the Prospectus) from Wednesday, May 7, 2014
- (7) A full announcement of the Hong Kong Public Offering containing (5) and (6) above to be published on the website of the Stock Exchange at www.hkexnews.hk⁽⁴⁾ and the Company's website at www.wh-group.com⁽⁵⁾ from Wednesday, May 7, 2014
- (8) Results of allocations in the Hong Kong Public Offering will be available at www.iporesults.com.hk with a "search by ID" function Wednesday, May 7, 2014
- (9) White Form e-Refund payment instructions in respect of wholly or partially unsuccessful applications and unconfirmed applications to be dispatched on⁽⁶⁾⁽¹¹⁾ Wednesday, May 7, 2014
- (10) Refund cheques in respect of wholly or partially unsuccessful applications and unconfirmed applications to be posted on⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹¹⁾ Wednesday, May 7, 2014
- (11) Share certificates to be posted or deposited into CCASS on⁽⁷⁾⁽¹⁰⁾ . . Wednesday, May 7, 2014

(12) Dealings in Shares on the Stock Exchange expected to commence on Thursday, May 8, 2014

Notes:

- (1) All times refer to Hong Kong local time. Details of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering” in the Prospectus. We will publish an announcement in case there is any change in the revised expected timetable of the Hong Kong Public Offering shown above.
- (2) If there is a “black” rainstorm warning or a tropical cyclone warning signal number eight or above in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on Tuesday, April 29, 2014, the last day of the period in which Eligible Applicants can confirm their applications for the Offer Shares under the Hong Kong Public Offering will be postponed to the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on such day. A further announcement will be made by the Company if there is any postponement to the dates mentioned in the section entitled “8. Revised timetable of the Global Offering” of the Supplemental Prospectus.
- (3) The Price Determination Date is expected to be on or around April 29, 2014 (at a time no earlier than the Closure of Confirmation Period) and in any event not later than May 5, 2014. If, for any reason, we and the Underwriters’ Representatives (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price, the Hong Kong Public Offering and the International Offering will not become unconditional and will lapse immediately.
- (4) The announcement will be available for viewing on the “New Listings — Main Board — Allotment Results” page on the Stock Exchange’s website at www.hkexnews.hk.
- (5) Neither of the website of our Company nor any of the information contained on the website of our Company forms part of the Prospectus or the Supplemental Prospectus.
- (6) Applicants who apply through the White Form eIPO service by paying the application monies through a single bank account may have e-Refund payment instructions (if any) dispatched to their application payment account on May 7, 2014. Applicants who apply through the White Form eIPO service by paying the application monies through multiple bank accounts may have refund cheque(s) sent to the addresses specified in their application instructions to the designated White Form eIPO Service Provider on May 7, 2014, by ordinary post and at their own risk.
- (7) Applicants who apply on white Application Forms for 1,000,000 Hong Kong Public Offering Shares or more and have indicated in their Application Forms that they wish to collect refund cheques (where applicable) and Share certificates (where applicable) in person from the Hong Kong Share Registrar may collect refund cheques (where applicable) and Share certificates (where applicable) in person from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on May 7, 2014. Applicants being individuals who opt for personal collection must not authorize any other persons to make their collection on their behalf. Applicants being corporations who opt for personal collection must attend by their authorized representatives bearing letters of authorization from their corporations stamped with the corporation’s chop. Identification documents and authorization documents (where applicable) acceptable to the Hong Kong Share Registrar must be produced at the time of collection. Further information is set out in the section headed “How to Apply for the Hong Kong Offer Shares — 14. Dispatch/Collection of Share Certificates and Refund of Application Monies” in the Prospectus. Part of your Hong Kong identity card number/passport number, or, if you are a joint applicant, part of the Hong Kong identity card number/passport number of the first-named applicant provided by you, may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund check. Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of, or may invalidate, your refund cheque.
- (8) Applicants who apply on yellow Application Forms for 1,000,000 Hong Kong Offer Shares or more and have indicated in their Application Forms that they wish to collect refund cheques in person may collect their refund cheques (if any) from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on May 7, 2014, but

may not elect to collect their Share certificates, which will be deposited into CCASS for credit to their designated CCASS Participant stock accounts or CCASS Investor Participant stock accounts, as appropriate. The procedures for collection of refund cheques (if any) for applicants who apply on yellow Application Forms are the same as those for applicants who apply on white Application Forms.

- (9) Uncollected Share certificates and/or refund cheques (if any) will be dispatched by ordinary post at the applicants' own risk to the addresses specified in the relevant Application Forms. Further information is set out in the section headed "How to Apply for the Hong Kong Public Offering Shares — 14. Dispatch/Collection of Share Certificates and Refund of Application Monies" in the Prospectus.
- (10) Share certificates for the Hong Kong Public Offering Shares applied for by yellow Application Forms and giving electronic application instructions to HKSCC are expected to be deposited into CCASS on Wednesday, May 7, 2014 for credit to the respective CCASS Participant's stock accounts.
- (11) Refunds will be issued in respect of wholly or partially unsuccessful applications and unconfirmed applications and in respect of successful applicants in the event that the Offer Price as finally determined is less than the price payable on application.

9. CONFIRMATION OF APPLICATIONS

In order for the application of an applicant who has made a valid application in accordance with the application channels not to be rejected, positive confirmation of the application, through the due completion of a Confirmation Form for an Eligible Applicant to confirm its or his or her application, will have to be received from the relevant Eligible Applicant. If a Confirmation Form is lodged, the confirmation must (and will) apply to all the Offer Shares applied by the Eligible Applicant concerned.

Any confirmation will be irrevocable once made.

Eligible Applicants who wish to confirm their applications will be required to take action, on the basis described below, no later than 5:00 p.m. on Tuesday, April 29, 2014. Eligible Applicants who do not confirm their applications in the prescribed manner will have their applications rejected.

No interest shall be payable on or with respect to application monies (including any refunded application monies) on account of or following the extension to the timetable of the Global Offering or otherwise.

The Company has sent a copy of its announcement dated April 25, 2014, regarding (1) the Supplemental Prospectus and (2) the Confirmation Form to all Eligible Applicants to inform them of the arrangements under which they may confirm their applications. Confirmation Forms may also be obtained from 9:00 a.m. to 5:00 p.m. on Friday, April 25, 2014, Monday, April 28, 2014 and Tuesday, April 29, 2014, at any of the places stated in the sections entitled "11. Addresses of the Hong Kong Underwriters" and "12. Relevant branches of the receiving banks" below and also at the Depositary Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. Eligible Applicants who applied by using White Form eIPO will receive a copy of the Confirmation Form, together with a link to this Supplemental Prospectus and the announcement of the reduction in number of Offer Shares, the publication of the Supplemental Prospectus and the change in the expected timetable of the Global Offering posted on the website of the Stock Exchange, by email from the designated White Form eIPO Service Provider. Confirmation of an application by an Eligible Applicant can only be given by validly completing and lodging a Confirmation Form.

Eligible Applicants who applied by using White or Yellow Application Forms or using White Form eIPO

For Eligible Applicants who applied by using White or Yellow Application Forms or using White Form eIPO, such Eligible Applicants must confirm by:

1. completing the Confirmation Form by filling in all required information (including the applicant's identification document number which must be the same as the one filled in the white or yellow Application Form or White Form eIPO) and sign the Confirmation Form. For joint applicants, a Confirmation Form validly completed by any joint applicants will be valid and binding on the other joint applicant(s); and
2. depositing the completed Confirmation Form at any of the branches set out in the section headed "12. Relevant branches of the receiving banks" below, which must be lodged by 5:00 p.m. on Tuesday, April 29, 2014.

Eligible Applicants who applied using yellow Application Forms through brokers, banks or other intermediaries and/or who had not provided their names and addresses on their Application Forms should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than 5:00 p.m. on Tuesday, April 29, 2014. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm confirmation of the relevant applicant in accordance with the procedures stipulated for confirmation, then the confirmation of such applicant may not be accepted and neither the Company nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

For Eligible Applicants who applied by giving electronic application instructions to HKSCC via CCASS

Eligible Applicants who are CCASS Investor Participants may give instructions to HKSCC to confirm their applications. For details, such Eligible Applicants may refer to the internet broadcast message via the CCASS Internet System (<https://ip.ccass.com>) or call the CCASS Phone System by calling 2979 7888 for assistance.

Eligible Applicants who are not CCASS Investor Participants may instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give instructions to HKSCC to confirm their applications. For details, CCASS Clearing Participants and CCASS Custodian Participants may refer to the broadcast message via the CCASS terminal. For enquiries, they may call the CCASS hotline 2979 7111.

Eligible Applicants who applied by giving electronic application instructions to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than 5:00 p.m. on Tuesday, April 29, 2014. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm the application of the relevant applicant in accordance with the procedures stipulated for confirmation, then the confirmation of such applicant may not be accepted and neither the Company nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

10. REALLOCATION OF OFFER SHARES FOR WHICH VALID CONFIRMATIONS ARE NOT RECEIVED

Offer Shares in respect of which valid confirmations are not received may be reallocated to investors under the International Offering and will not be re-offered under the Hong Kong Public Offering.

11. ADDRESSES OF THE HONG KONG UNDERWRITERS

(1) any of the following offices of the Hong Kong Underwriters:

BOCI Asia Limited	26/F, Bank of China Tower 1 Garden Road Hong Kong
Morgan Stanley Asia Limited	46/F, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.	32-33/F, Three Pacific Place 1 Queen's Road East Hong Kong
Standard Chartered Securities (Hong Kong) Limited	15/F, Two International Finance Centre 8 Finance Street Central Hong Kong
CITIC Securities Corporate Finance (HK) Limited	26/F, CITIC Tower 1 Tim Mei Avenue Central Hong Kong
CLSA Limited	18/F, One Pacific Place 88 Queensway Hong Kong
Goldman Sachs (Asia) L.L.C.	68/F Cheung Kong Center No.2 Queen's Road Central Central Hong Kong
UBS AG, Hong Kong Branch	52nd Floor, Two International Finance Centre 8 Finance Street Central, Hong Kong
DBS Asia Capital Limited	17th Floor, The Center 99 Queen's Road Central Hong Kong
Barclays Bank PLC, Hong Kong Branch	41/F, Cheung Kong Center 2 Queen's Road Central Hong Kong
China International Capital Corporation Hong Kong Securities Limited	29/F, One International Finance Centre 1 Harbour View Street, Central Hong Kong

Deutsche Bank AG, Hong Kong Branch	Level 52 International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Merrill Lynch Far East Limited	15/F Citibank Tower 3 Garden Road Central Hong Kong
ICBC International Securities Limited	37/F, ICBC Tower 3 Garden Road Hong Kong
Credit Suisse (Hong Kong) Limited	Level 88, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
J.P. Morgan Securities (Asia Pacific) Limited	28/F Chater House 8 Connaught Road Central Hong Kong
Crédit Agricole Corporate and Investment Bank	27/F, Two Pacific Place 88 Queensway Hong Kong
Jefferies Hong Kong Limited	Suite 2201 22/F Cheung Kong Center 2 Queen's Road Central Hong Kong
Citigroup Global Markets Asia Limited	50th Floor, Citibank Tower Citibank Plaza 3 Garden Road Central Hong Kong
China Merchants Securities (HK) Co., Limited	48/F, One Exchange Square Central, Hong Kong
CCB International Capital Limited	12/F, CCB Tower 3 Connaught Road Central Central, Hong Kong
Daiwa Capital Markets Hong Kong Limited	Level 28, One Pacific Place 88 Queensway Hong Kong

Nomura International (Hong Kong) Limited	30/F Two International Finance Centre 8 Finance Street, Central Hong Kong
CMB International Capital Limited	Units 1803-4, 18/F, Bank of America Tower 12 Harcourt Road, Central Hong Kong
Haitong International Securities Company Limited	22/F Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Guosen Securities (HK) Capital Co., Ltd.	1604-6, Infinitus Plaza 199 Des Voeux Road Central Hong Kong
The Hongkong and Shanghai Banking Corporation Limited	1 Queen's Road Central Hong Kong
ABCI Securities Company Limited	Room 701, 7/F, One Pacific Place 88 Queensway Hong Kong
BOCOM International Securities Limited	9/F, Man Yee Building 68 Des Voeux Road Central Hong Kong

12. RELEVANT BRANCHES OF THE RECEIVING BANKS

Any of the following branches of:

(i) **Bank of China (Hong Kong) Limited**

	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
Kowloon	Sheung Wan Branch	252 Des Voeux Road Central
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
New Territories	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Sha Tin
	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long

(ii) **DBS Bank (Hong Kong) Limited**

	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central
	Hennessy Road Branch	G/F, 427-429 Hennessy Road, Causeway Bay
Kowloon	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Hoi Yuen Road Branch	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong
New Territories	Yuen Long Branch	G/F, 1-5 Tai Tong Road, Yuen Long
	Shatin Plaza Branch	Shop 47-48, Level 1, Shatin Plaza, No. 21-27 Sha Tin Centre Street, Shatin

(iii) **Industrial and Commercial Bank of China (Asia) Limited**

	Branch Name	Address
Hong Kong Island	Central Branch	1/F, 9 Queen's Road Central
	Causeway Bay Branch	Shop A, G/F, Jardine Center, 50 Jardine's Bazaar, Causeway Bay
Kowloon	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong

(iv) **Standard Chartered Bank (Hong Kong) Limited**

	Branch Name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
Kowloon	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Kwun Tong Hoi Yuen Road	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
New Territories	Lok Fu Shopping Centre Branch	Shop G201, G/F, Lok Fu Shopping Centre
	Metroplaza Branch	Shop No. 175 - 176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

(v) **Wing Lung Bank Limited**

	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
Kowloon	North Point Branch	361 King's Road
	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
New Territories	Tsim Sha Tsui Branch	4 Carnarvon Road
	Shatin Plaza Branch	21 Shatin Centre Street
	Tsuen Wan Branch	251 Sha Tsui Road

13. CERTIFICATE OF EXEMPTION GRANTED IN RESPECT OF THIS SUPPLEMENTAL PROSPECTUS

Section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

The Company has applied to, and has obtained from, the SFC a certificate of exemption from strict compliance with Section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance under Section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the opening of the subscription lists for the allotment of the Shares following the issue of the Prospectus as amended by this Supplemental Prospectus. The certificate of exemption is applied for on the grounds that strict compliance with the requirement under Section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome as the Listing timetable will be delayed, all the Eligible Applicants will be granted an opportunity to confirm whether or not to proceed with their applications for the Hong Kong Public Offering Shares after considering the additional information contained in this Supplemental Prospectus and the grant of the exemption will not be prejudicial to the interest of any of the parties who are interested in the Hong Kong Public Offering.

Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance)

The Company has also applied to, and has obtained from, the SFC a certificate of exemption from strict compliance with Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) under Section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in respect of the contents of this Supplemental Prospectus. The certificate of exemption is applied for on the grounds that the inclusion of the requisite information as required under Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unnecessary and unduly burdensome as such information is contained in the Prospectus in conjunction with which this Supplemental Prospectus is to be read and additional works would have to be undertaken by the Company and the professional parties involved in the Global Offering which will inevitably cause further delay to the Listing timetable.

14. WORKING CAPITAL SUFFICIENCY, NO SIGNIFICANT CHANGE AND NO SIGNIFICANT NEW MATTER

Our Directors are of the opinion that after taking into account the existing financial resources available to us, the expected internally generated funds and the estimated net proceeds from the Global Offering, we have sufficient working capital for our present requirements, that is, for at least the next 12 months from the date of this Supplemental Prospectus.

The Directors are of the opinion that the reduction in the number of Offer Shares under the Global Offering and the relevant amendments to the Prospectus constitute significant new information which might be material to investors' ability to make an informed assessment of the Company in deciding whether to confirm an application for the Hong Kong Public Offering Shares.

Save as disclosed, there has been no significant change and no significant new matter relating to the Group that has arisen since the publication of the Prospectus dated April 15, 2014.

Since April 15, 2014, there has been no material adverse change in the financial or trading position or prospects of the Group.

15. BILINGUAL PROSPECTUS

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

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Paul Hastings at 21-22/F Bank of China Tower, 1 Garden Road,, Hong Kong during the normal business hours up to and including the date which is 14 days from the date of this Supplemental Prospectus along with the documents set out under "Documents available for inspection" in Appendix V to the Prospectus:

- (a) the additional material contracts referred to in the paragraph headed "6. Amendments to the Prospectus - 6.22 Appendix IV - Statutory and General Information" in this Supplemental Prospectus;

- (b) the report on the unaudited pro forma financial information prepared by Deloitte Touche Tohmatsu, the text of which is set out in Appendix I to this Supplemental Prospectus;
- (c) the written consents of the Joint Sponsors and Deloitte Touche Tohmatsu in relation to the issue of this Supplemental Prospectus with the inclusion of their respective names and references in the form and context in which they respectively appear in this Supplemental Prospectus; and
- (d) the amended list of all the grantees of the Pre-IPO Share Option Scheme, containing all the details in respect of each option required under paragraph 10 of the Third Schedule of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and Rule 17.02(1)(b) of and paragraph 27 of Part A of Appendix I to the Listing Rules.

By Order of the Board
WH Group Limited
CHAU Ho
Company Secretary

Hong Kong, April 25, 2014

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

As at the date of this Supplemental Prospectus, the Executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. YANG Zhijun, Mr. POPE C. Larry and Mr. ZHANG Taixi; the Non-executive Director is Mr. Jiao Shuge; and the proposed Independent Non-executive Directors with effect from the Listing Date are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. SO Chak Kwong.

APPENDIX I — UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this Appendix does not form part of the Accountants' Report on the financial information of the Group for the three years ended December 31, 2013 prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the Company's reporting accountants, as set out in "Appendix IA — Accountants' Report" to the Prospectus and is included herein for information only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in the Prospectus and the amended pages in the relevant section in the Supplemental Prospectus and the Accountants' Report set out in "Appendix IA — Accountants' Report" to the prospectus.

(A) UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Group is prepared in accordance with Rule 4.29 of the Listing Rules and is set out below to illustrate the effect of the Global Offering on the consolidated total tangible assets less total liabilities of the Group attributable to owners of the Company as at December 31, 2013 as if the Global Offering had taken place on that date.

The unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company as at December 31, 2013 or at any future dates following the Global Offering. It is prepared based on the audited consolidated total tangible assets less total liabilities of the Group attributable to owners of the Company as at December 31, 2013 as set out in the Accountants' Report in Appendix IA to the prospectus, and adjusted as described below.

	Audited consolidated total tangible assets less total liabilities of the Group attributable to owners of the Company as at December 31, 2013 ⁽¹⁾		Estimated net proceeds from the Global Offering ⁽²⁾	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company	
	US\$' million	US\$' million		US\$' million	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share ⁽³⁾
				US\$	HK\$ ⁽⁴⁾
Based on the Offer Price of HK\$8.00 per Share	(1,239)	1,299	60	0.005	0.039
Based on the Offer Price of HK\$11.25 per Share	(1,239)	1,835	596	0.046	0.357

Notes:

- (1) The audited consolidated total tangible assets less total liabilities of the Group attributable to owners of the Company as at December 31, 2013 is based on the consolidated net assets of the Group of US\$3,138 million adjusted for goodwill of US\$1,835 million, intangible assets of US\$1,679 million of the Group, and non-controlling interests of US\$863 million as extracted from the Accountants' Report set out in Appendix IA to the prospectus.

- (2) The estimated net proceeds from the Global Offering are based on 1,299,550,000 Shares at the Offer Price of HK\$8.00 and of HK\$11.25, being the low-end or the high-end of the stated offer price range, per Offer Share, after deduction of the underwriting fees and other related expenses payable by the Company. No account has been taken of the Shares which may be allotted and issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme, or any Shares which may be repurchased by the Company pursuant to the general mandates granted to our Directors. The estimated net proceeds from the Global Offering are converted from Hong Kong dollars into United States dollars at an exchange rate of HK\$7.7589 to US\$1.00, which was the rate prevailing on March 21, 2014. No representation is made that United States dollars amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at all.
- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is arrived at after making the adjustments referred to in the preceding paragraph and on the basis of a total of 12,995,461,111 Shares taking consideration of the effect of 11,695,911,111 outstanding Shares at December 31, 2013 and 1,299,550,000 Shares to be issued under the Global Offering. It does not take into account of any Shares which may be allotted and issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme, or any Shares which may be repurchased by the Company pursuant to the general mandates granted to our Directors.
- (4) No adjustment has been made to the audited consolidated total tangible assets less total liabilities of the Group attributable to the owners of the Company as at December 31, 2013 to reflect any trading result or other transaction of the Group entered into subsequent to December 31, 2013.

(B) ASSURANCE REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the Company's reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, in respect of the Group's unaudited pro forma financial information for the purpose of incorporation in this supplemental prospectus.

Deloitte.
德勤

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INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF WH GROUP LIMITED

We have completed our assurance engagement to report on the compilation of pro forma financial information of WH Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the pro forma adjusted consolidated net tangible assets as at December 31, 2013 and related notes as set out on pages S-68 to S-69 of Appendix I to the supplemental prospectus issued by the Company dated April 25, 2014 (the "Supplemental Prospectus"). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages S-68 to S-69 of Appendix I to the Supplemental Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the global offering on the Group's financial position as at December 31, 2013 as if the event had taken place at December 31, 2013. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial information for the three years ended December 31, 2013, on which an accountants' report set out in Appendix IA to the prospectus issued by the Company dated April 15, 2014 has been published.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at December 31, 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants’ judgment, having regard to the reporting accountants’ understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong, April 25, 2014