
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 Broad Greenstate International Company Limited (the “Company”) which amends and supplements the prospectus dated 30 June 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 “Hong Kong Stock Exchange”). A copy of this Supplemental Prospectus in its English and Chinese versions, together with (a) a printed copy of the Confirmation Form (as defined below), (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 Sole Sponsor, (d) the additional material contract referred to in the paragraph headed “5. Amendments to the Prospectus – 5.21 Appendix V – Statutory and General Information” in this Supplemental Prospectus, and (e) the written consents of the Sole Sponsor and Ernst & Young 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 Hong Kong 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 Offer 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 our Directors (including our independent non-executive Directors) collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. Our 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 or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Prospectus misleading.

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

Broad Greenstate International Company Limited 博大綠澤國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1253)

SUPPLEMENTAL PROSPECTUS

Our Company is 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 Hong Kong 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 Monday, 14 July 2014, Tuesday, 15 July 2014 and Wednesday, 16 July 2014 at any of the places stated in the sections headed “10. Addresses of the Hong Kong Underwriters” and “11. Relevant branches of the receiving bank” in this Supplemental Prospectus and also at the Customer Service Centre 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 Hong Kong Stock Exchange at www.hkexnews.hk and the Company’s website at www.broad-greenstate.com.cn. The contents of our Company’s website do not form part of this Supplemental Prospectus. No reliance shall be placed on the other contents of our Company’s website.

You must confirm your application for the Hong Kong Public Offer Shares before 5:00 p.m., Hong Kong time, on Wednesday, 16 July 2014 as stipulated in the revised expected timetable in the section headed “7. Revised timetable of the Global Offering” in this Supplemental Prospectus. If you have made a valid application for the Hong Kong Public Offer Shares, but do not confirm the application for Hong Kong Public Offer Shares in accordance with the procedures for confirmation set out in the section headed “8. 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 the revised expected timetable in the section headed “7. Revised timetable of the Global Offering” in this Supplemental Prospectus. Our Company has sent copies of the announcements dated 9 July 2014 and 14 July 2014, respectively, 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.

14 July 2014

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

Our Company, in consultation with the Joint Global Coordinators and after taking into consideration the current market conditions, has determined that the number of Offer Shares to be offered under the Global Offering is reduced from 248,000,000 Offer Shares to 214,800,000 Offer Shares (subject to the Over-allotment Option, which is reduced to 32,220,000 Shares).

The Offer Price range has remained unchanged. The Offer Price will not be more than HK\$1.76 per Offer Share and is expected to be not less than HK\$1.30 per Offer Share.

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 have been amended accordingly:

	Original structure of the Global Offering as stated in the Prospectus	Revised structure of the Global Offering
Number of Offer Shares:	248,000,000 Shares (including 200,000,000 new Shares and 48,000,000 Sale Shares (as defined in the Prospectus), and subject to adjustment and the Over-allotment Option)	214,800,000 Shares (including 166,800,000 new Shares and 48,000,000 Sale Shares subject to adjustment and the Over- allotment Option)
Number of Hong Kong Public Offer Shares:	24,800,000 Shares (subject to adjustment)	21,480,000 Shares (subject to adjustment)
Number of International Offer Shares (assuming no exercise of the Over- allotment Option):	223,200,000 Shares (including 175,200,000 new Shares and 48,000,000 Sale Shares (as defined in the Prospectus), and subject to adjustment and the Over-allotment Option)	193,320,000 Shares, (including 145,320,000 new Shares and 48,000,000 Sale Shares subject to adjustment and the Over- allotment Option)

	Original structure of the Global Offering as stated in the Prospectus	Revised structure of the Global Offering
Over-allotment Option:	the option to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, pursuant to which our Company is required to allot and issue up to an aggregate of 37,200,000 Shares (representing in aggregate 15% of the Shares initially being offered under the Global Offering) at the Offer Price solely to cover over-allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in the Prospectus	the option to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, pursuant to which our Company is required to allot and issue up to an aggregate of 32,220,000 Shares (representing in aggregate 15% of the revised number of Shares being offered under the Global Offering) at the Offer Price solely to cover over-allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in the Prospectus
Indicative Offer Price range ⁽¹⁾ :	HK\$1.30 to HK\$1.76	HK\$1.30 to HK\$1.76
Final Offer Price:	To be determined ⁽³⁾	To be determined ⁽⁴⁾
The period when the Eligible Applicants may lodge confirmations of their applications for the Hong Kong Public Offer Shares under the Hong Kong Public Offering in full:	Not applicable	9:00 a.m. to 5:00 p.m. on Monday, 14 July 2014 Tuesday, 15 July 2014 Wednesday, 16 July 2014
Announcement of results allocations:	Thursday, 10 July 2014	Friday, 18 July 2014

	Original structure of the Global Offering as stated in the Prospectus	Revised structure of the Global Offering
Despatch of e-Auto Refund Payment instructions/refund cheques in respect of successful (if applicable) or unconfirmed applications pursuant to the Hong Kong Public Offering ⁽²⁾ :	on or before Thursday, 10 July 2014	Friday, 18 July 2014
Despatch of Share certificates:	on or before Thursday, 10 July 2014	Friday, 18 July 2014
Expected Listing Date:	Friday, 11 July 2014	Monday, 21 July 2014
Nominal value:	HK\$0.10 per Share	HK\$0.10 per Share
Board lot size:	2,000 Shares	2,000 Shares
Estimated net proceeds of the Global Offering payable to us:	HK\$298.3 million	HK\$248.8 million

Notes:

- (1) This excludes a brokerage, an SFC transaction levy and a Hong Kong Stock Exchange trading fee, which amount to 1.008% of the Offer Price.
- (2) Refunds will be issued in respect of successful (in the event that the Offer Price as finally determined is less than HK\$1.76) or unconfirmed applications.
- (3) The original Price Determination Date was expected to be on 4 July 2014 and in any event no later than 9 July 2014.
- (4) The Price Determination Date is expected to be on or around 16 July 2014.

On the close of the application lists on 4 July 2014, approximately 50.85% 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 Offer 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 Offer 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. CONTROLLING SHAREHOLDERS

Immediately following the completion of the Global Offering and the Capitalisation Issue (but without taking into account the Shares to be issued pursuant to the exercise of the Over-allotment Option or options which may be granted under the Share Option Scheme), our Controlling Shareholders will be entitled to exercise or control the exercise of approximately 70.92% of the issued share capital of our Company.

3. OVER-ALLOTMENT OPTION

In connection with the Global Offering, our Company is expected to grant to the International Underwriters the Over-allotment Option, which is exercisable in full or in part by the Joint Global Coordinators (on behalf of the International Underwriters) no later than 30 days after the last day for lodging applications under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, our Company may be required to issue at the Offer Price up to an aggregate of 32,220,000 Shares, representing 15% of the total number of Shares initially available under the Global Offering solely to cover over-allocations in the Global Offering, if any.

4. NO ASSURANCE THAT THE GLOBAL OFFERING CAN BE COMPLETED

The Hong Kong Underwriting Agreement (as amended by the Amendment Agreement to the Hong Kong Underwriting Agreement (as defined below)) is conditional upon and subject to, among other things, the execution of the International Underwriting Agreement. The International Underwriting Agreement is expected to be entered into by, among others, the International Underwriters, our Company and the Selling Shareholders on or around 16 July 2014 or such later date as may be agreed between the parties. There is no assurance that the International Underwriting Agreement will be executed or that the Global Offering can be completed.

5. AMENDMENTS TO THE PROSPECTUS

In view of the reduction in the number of Offer Shares under the Global Offering, the following disclosures in the Prospectus have been amended as set forth herein:

5.1 Important (cover page of the Prospectus)

5.1.1 The following information on the cover page entitled “Important” of the Prospectus has been amended to read as follows:

“Number of Offer Shares under the Global Offering:	214,800,000 Shares (including 166,800,000 new Shares and 48,000,000 Sale Shares subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares:	21,480,000 Shares (subject to adjustment)
Number of International Offer Shares:	193,320,000 Shares (including 145,320,000 new Shares and 48,000,000 Sale Shares subject to the Over-allotment Option)”

5.1.2. The third and fifth paragraphs on the cover page entitled “Important” of the Prospectus has been amended to read as follows:

“The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us (on behalf of ourselves and the Selling Shareholders) on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, 16 July 2014 and, in any event, not later than Thursday, 17 July 2014. The Offer Price will not be more than HK\$1.76 and is currently expected to be not less than HK\$1.30. Investors applying for Hong Kong Public Offer Shares must pay, on application, the maximum Offer Price of HK\$1.76 for each Share together with a brokerage of 1%, an SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005%.”

“If, for any reason, the Joint Global Coordinators (on behalf of the Underwriters) and we are unable to reach an agreement on the Offer Price by Thursday, 17 July 2014, the Global Offering will not become unconditional and will lapse immediately.”

5.2 Summary

The paragraph under “Use of Proceeds” under the section entitled “Summary” on page 12 of the Prospectus has been amended to read as follows:

“We estimate that the aggregate net proceeds to our Company from the Global Offering (after deducting underwriting fees and estimated expenses in connection with the Global Offering payable by us (on behalf of ourselves and the Selling Shareholders) and assuming that the Over-allotment Option is not exercised and an Offer Price of HK\$1.53 per Share, being the mid-point of the indicative Offer Price range stated in the Prospectus) will be approximately HK\$248.8 million. We currently intend to apply such net proceeds for the following purposes:

- approximately HK\$124.4 million, or 50%, of the net proceeds from the Global Offering will be used by 31 December 2015 to finance our existing and potential projects, including:
 - approximately HK\$49.7 million, or 20%, of the net proceeds from the Global Offering to finance the completion of the Chenzhou Project; and
 - approximately HK\$74.7 million, or 30%, of the net proceeds from the Global Offering for our potential future projects;
- approximately HK\$49.7 million, or 20%, of the net proceeds from the Global Offering will be used for potential acquisition of landscape architecture service companies or design companies;
- approximately HK\$24.9 million, or 10%, of the net proceeds from the Global Offering will be used for expansion of our geographical coverage in China by establishing more subsidiaries and branches;
- approximately HK\$24.9 million, or 10%, of the net proceeds from the Global Offering will be used for our research & development activities; and

- approximately HK\$24.9 million, or 10%, of the net proceeds from the Global Offering will be used as general working capital of our Group.

We will not receive any of the proceeds from the sale of Sale Shares by the Selling Shareholders in the Global Offering. The Selling Shareholders estimate that they will receive, in aggregate, net proceeds from the Global Offering of approximately HK\$71.6 million after deducting the estimated underwriting commissions and expenses payable by them in the Global Offering and assuming an Offer Price of HK\$1.53 per Share.”

5.3 Shareholders’ Information

The section entitled “Summary – Shareholders’ Information” on page 7 of the Prospectus has been amended to read as follows:

“On 12 January 2014, in preparation for the Listing, Mr. Wu, Ms. Xiao and the Management Shareholders executed the Acting in Concert Deed, whereby they confirmed the existence of their acting in concert arrangements in the past, as well as their intention to continue to act in the above manner upon the Listing to consolidate their control over our Group until the Acting in Concert Deed is terminated by them in writing. By virtue of the Acting in Concert Deed, our Controlling Shareholders include Mr. Wu, Ms. Xiao and the Management Shareholders. Immediately following the completion of the Global Offering and the Capitalisation Issue (but without taking into account the Shares to be issued pursuant to the exercise of the Over-allotment Option or options which may be granted under the Share Option Scheme), our Controlling Shareholders will be entitled to exercise or control the exercise of approximately 70.92% of the issued share capital of our Company.”

5.4 Listing-Related Expenses

The first paragraph under the section entitled “Summary” on page 11 of the Prospectus has been amended to read as follows:

“As at 31 December 2013, we had incurred Listing-related expenses of approximately RMB3.8 million in connection with the Global Offering. During the period from 1 January 2014 to the completion of the Global Offering, we expect to incur additional Listing-related expenses of approximately RMB28.9 million, of which an estimated amount of approximately RMB16.9 million will be recognised as our administrative expenses and an estimated amount of approximately RMB12.0 million will be recognised directly as equity.”

5.5 Unaudited Pro Forma Statement of Adjusted Net Tangible Assets

The paragraph headed “Unaudited Pro Forma Statement of Adjusted Net Tangible Assets” in the sections entitled “Financial Information” on pages 202 to 203 of the Prospectus has been amended as follows:

“UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following pro forma adjusted consolidated net tangible assets of our Group have been prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules and with reference to

Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the HKICPA for illustration purposes only, and is set out here to illustrate the effect of the Global Offering on our consolidated net tangible assets as at 31 December 2013 as if it had taken place on 31 December 2013.

The pro forma adjusted consolidated net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the Global Offering been completed as at 31 December 2013 or any future date. It is prepared based on our consolidated net assets as at 31 December 2013 in the Accountants’ Report as set out in Appendix I to the Prospectus, and adjusted as described below. The pro forma adjusted consolidated net tangible assets does not form part of the Accountants’ Report as set out in Appendix I to the Prospectus.

	Consolidated net tangible assets attributable to the owners of the Company as at 31 December 2013	Estimated net proceeds from the Global Offering	Pro forma adjusted consolidated net tangible assets	Pro forma adjusted consolidated net tangible assets per share	
	<i>RMB'000</i> <i>(Note 1)</i>	<i>RMB'000</i> <i>(Note 2)</i>	<i>RMB'000</i>	<i>RMB</i> <i>(Note 3)</i>	<i>(HK\$ equivalent)</i> <i>(Note 4)</i>
Based on an offer price of HK\$1.30 per Share	1,114	170,044	171,158	0.22	0.27
Based on an offer price of HK\$1.76 per Share	1,114	230,214	231,328	0.30	0.37

Notes:

- (1) The consolidated net tangible assets of our Group attributable to owners of the Company as at 31 December 2013 is extracted from the section headed “Appendix I – Accountants’ Reports” in the Prospectus, which is based on the audited consolidated equity attributable to owners of our Company as at 31 December 2013 of RMB8,871,000 less goodwill and other intangible assets as at 31 December 2013 of RMB1,916,000 and RMB5,841,000.
- (2) The estimated net proceeds from the Global Offering are based on estimated offer prices of HK\$1.30 or HK\$1.76 per Share after deduction of the underwriting fees and other related expenses payable by the Company and 166,800,000 Shares expected to be issued under the Global Offering, taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option. The estimated net proceeds from the Global Offering is converted into RMB at an exchange rate of HK\$1.00 to RMB0.8043.

- (3) The pro forma adjusted consolidated net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 766,800,000 Shares are in issue assuming that the Global Offering has been completed on 31 December 2013 and an Offer Price of HK\$1.30 per Share, being the low end of the Offer Price range, and 766,800,000 Shares are in issue assuming that the Global Offering has been completed on 31 December 2013 and an Offer Price of HK\$1.76 per Share, being the high end of the Offer Price range, excluding Shares which may be issued upon the exercise of the Over-allotment Option.
- (4) The pro forma adjusted consolidated net tangible assets per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.8043.
- (5) No adjustment has been made to reflect any trading results or other transactions of our Group entered into subsequent to 31 December 2013.”

5.6 Profit Estimate

The table under the subsection entitled “Summary – Profit Forecast” on page 10 of the Prospectus and under the subsection entitled “Financial Information – Profit Forecast” on page 204 of the Prospectus has been amended to read as follows:

“Profit Estimate for the Six Months Ended 30 June 2014

	Estimate for the six months ended 30 June 2014
Estimated consolidated profit attributable to owners of our Group ⁽¹⁾	not less than RMB55.1 million (equivalent to HK\$68.5 million)
Unaudited pro forma estimated earnings per Share ⁽²⁾	not less than RMB0.07 (equivalent to HK\$0.09)

Notes:

- (1) The estimated consolidated profit attributable to owners of our Group for the six months ended 30 June 2014 is extracted from Appendix III to the Prospectus. The bases and assumptions on which the above estimated for the six months ended 30 June 2014 has been prepared are summarised in Appendix III to the Prospectus.
- (2) The calculation of the unaudited pro forma estimated earnings per Share is based on the estimated consolidated profit attributable to owners of our Group for the six months ended 30 June 2014 and on the assumptions that a total of 766,800,000 Shares were in issue during the six months ended 30 June 2014, taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option. The unaudited pro forma estimated earnings per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.8043.
- (3) The estimated income tax expense and Listing-related expenses attributable to owners of our Group for the six months ended 30 June 2014 are approximately RMB18.5 million and RMB16.9 million respectively.
- (4) Pursuant to Rule 11.18 of the Hong Kong Listing Rules, we have given an undertaking to the Hong Kong Stock Exchange that the interim report for the six months ended 30 June 2014 will be audited.”

5.7 Global Offering Statistics

The table under the section entitled “Global Offering Statistics” under the section entitled “Summary” on page 11 has been amended to read as follows:

“	Based on an Offer Price of HK\$1.30 per Share	Based on an Offer Price of HK\$1.76 per Share
Market capitalisation of the Shares ⁽¹⁾	HK\$997 million	HK\$1,350 million
Unaudited pro forma adjusted net tangible asset value per Share ⁽²⁾⁽³⁾	HK\$0.27	HK\$0.37

Notes:

- (1) The calculation of the market capitalisation of our Shares is based on 766,800,000 Shares in issue immediately after completion of the Global Offering and the Capitalisation Issue but does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option or of any options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by our Company pursuant to the issuing mandate and the repurchase mandate.
- (2) The pro forma adjusted consolidated net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 766,800,000 Shares are in issue assuming that the Global Offering has been completed on 31 December 2013 and an Offer Price of HK\$1.30 per Share, being the low end of the Offer Price range, and 766,800,000 Shares are in issue assuming that the Global Offering has been completed on 31 December 2013 and an Offer Price of HK\$1.76 per Share, being the high end of the Offer Price range, excluding Shares which may be issued upon the exercise of the Over-allotment Option. The pro forma adjusted consolidated net tangible assets per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.8043.
- (3) The unaudited pro forma adjusted net tangible asset value per Share has been arrived at after the adjustments referred to in the section headed “Financial information” in the Prospectus and on the basis of 766,800,000 Shares in issue at the respective Offer Price of HK\$1.30 and HK\$1.76 per Share immediately following completion of the Global Offering and the Capitalisation Issue but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by our Company pursuant to the issuing mandate and the repurchase mandate.”

5.8 Use of Proceeds

The section entitled “Future Plans and Use of Proceeds – Use of Proceeds” on pages 231 to 232 of the Prospectus have been amended to read as follows:

“We estimate that the aggregate net proceeds to our Company from the Global Offering (after deducting underwriting fees and estimated expenses in connection with the Global Offering payable by us (on behalf of ourselves and the Selling Shareholders) and assuming that the Over-allotment Option is not exercised and an Offer Price of HK\$1.53 per Share, being the mid-point of the indicative Offer Price range stated in the Prospectus) will be approximately HK\$248.8 million. We currently intend to apply such net proceeds for the following purposes:

- approximately HK\$124.4 million, or 50%, of the net proceeds from the Global Offering will be used by 31 December 2015 to finance our existing and potential projects, including:

- approximately HK\$49.7 million, or 20%, of the net proceeds from the Global Offering to finance the completion of the Chenzhou Project; and
- approximately HK\$74.7 million, or 30%, of the net proceeds from the Global Offering for our potential future projects;
- approximately HK\$49.7 million, or 20%, of the net proceeds from the Global Offering will be used for potential acquisition of landscape architecture service companies or design companies;
- approximately HK\$24.9 million, or 10%, of the net proceeds from the Global Offering will be used for expansion of our geographical coverage in China by establishing more subsidiaries and branches;
- approximately HK\$24.9 million, or 10%, of the net proceeds from the Global Offering will be used for our research & development activities; and
- approximately HK\$24.9 million, or 10%, of the net proceeds from the Global Offering will be used as general working capital of our Group.

We will not receive any of the proceeds from the sale of Sale Shares by the Selling Shareholders in the Global Offering. The Selling Shareholders estimate that they will receive, in aggregate, net proceeds from the Global Offering of approximately HK\$71.6 million, after deducting the estimated underwriting commissions and expenses payable by them in the Global Offering and assuming an Offer Price of HK\$1.53 per Share.

If the Over-allotment Option is exercised in full, the net proceeds of the Global Offering would increase up to approximately HK\$48.1 million (based on the mid-point Offer Price of HK\$1.53 per Share). We intend to apply up to 100% of the net proceeds derived from the exercise of the Over-allotment Option for our potential future projects, and apply the remaining portion as our general working capital.

If the Offer Price is fixed at HK\$1.76 per Offer Share, being the highest price within the stated Offer Price range, the net proceeds will be increased by approximately HK\$37.4 million. If the Offer Price is fixed at HK\$1.30 per Offer Share, being the lowest price within the stated Offer Price range, the net proceeds will be reduced by approximately HK\$37.4 million. To the extent our net proceeds are either more or less than expected, we will adjust our allocation of the net proceeds for the above purposes on a pro rata basis.

To the extent that the net proceeds of the Global Offering are not immediately used for the purposes described above, they will be placed in interest-bearing bank accounts or short term demand deposits with banks in Hong Kong or the PRC.

Should we decide to re-allocate the intended use of proceeds to other business plans and/or new projects to a material extent and/or there is to be any material modification to the use of proceeds as described above, we will make appropriate announcement(s) in due course.”

5.9 Definitions

5.9.1 The following definition under the section entitled “Definitions” has been added to read as follows:

“Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement”	the amendment and restatement agreement dated 11 July 2014 and entered into by, among others, our Company and the Hong Kong Underwriters in respect of the Hong Kong Underwriting Agreement
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5.9.2 The following definitions under the section entitled “Definitions” have been amended to read as follows:

“Hong Kong Public Offer Shares”	the 21,480,000 Shares being offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus)
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“International Offer Shares”	the 145,320,000 new Shares and 48,000,000 Sale Shares being offered by us and the Selling Shareholders, respectively, for subscription and purchased under the International Offering together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment and reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus
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“International Underwriting Agreement”	the international underwriting agreement dated 16 July 2014 relating to the International Offering expected to be entered into by, among others, the International Underwriters, our Company and the Selling Shareholders, as further described in the section headed “Underwriting” in the Prospectus
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“Over-allotment Option”	the option to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters, pursuant to which our Company is required to allot and issue up to an aggregate of 32,220,000 Shares (representing in aggregate 15% of the revised number of Shares being offered under the Global Offering) at the Offer Price solely to, cover over-allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in the Prospectus
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into between Broad Landscape International and Kim Eng pursuant to which Kim Eng may borrow up to an aggregate of 32,220,000 Shares from Broad Landscape International for the purpose of covering over-allocation in the International Offering
“Price Determination Date”	the date, expected to be on or around 16 July 2014 or such later time as may be agreed by our Company (on behalf of ourselves and the Selling Shareholders) and the Joint Global Coordinators (on behalf of the Underwriters), on which the Offer Price will be determined

5.10 Risk Factors

The paragraph of the risk factor entitled “Purchasers of our Shares in the Global Offering will experience immediate dilution, and may experience further dilution if we issue additional Shares in the future” on page 46 of the Prospectus has been amended to read as follows:

“The Offer Price of our Shares is higher than the value of the net tangible assets per Share immediately prior to the Global Offering. Therefore, purchasers of our Shares in the Global Offering will experience an immediate dilution to the value of the pro forma adjusted net tangible assets of RMB0.30 (equivalent to HK\$0.37) per Share based on the maximum offer price of HK\$1.76 per Share.

In order to expand our business, we may consider issuing additional Shares in the future. Purchasers of our Shares may experience further dilution in the net tangible asset book value per Share of their Shares if we issue additional Shares in the future at a price which is lower than the net tangible asset book value per Share.”

5.11 Waivers from Strict Compliance with the Hong Kong Listing Rules

The heading of this section and the related description in the “Contents” page have been amended to read as “Waivers from Strict Compliance with the Hong Kong Listing Rules and Certificate of Exemption from requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance” and the following section has been inserted:

“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 the issue of the Prospectus and this Supplemental Prospectus.

The Company has also 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 this Supplemental Prospectus.

For details, see paragraph headed “12. Certificate of Exemption Granted in Respect of this Supplemental Prospectus” in this Supplemental Prospectus.”

5.12 Information about the Prospectus and the Global Offering

The second paragraph under the section entitled “Information about this Prospectus and the Global Offering” of the Prospectus has been amended to read as follows:

In connection with the Global Offering, our Company is expected to grant to the International Underwriters the Over-allotment Option, which is exercisable in full or in part by the Joint Global Coordinators (on behalf of the International Underwriters) no later than 30 days after the last day for lodging applications under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, our Company may be required to issue at the Offer Price up to an aggregate of 32,220,000 Shares, representing 15% of the total number of Shares initially available under the Global Offering solely to cover over-allocations in the Global Offering, if any.

5.13 History and Development

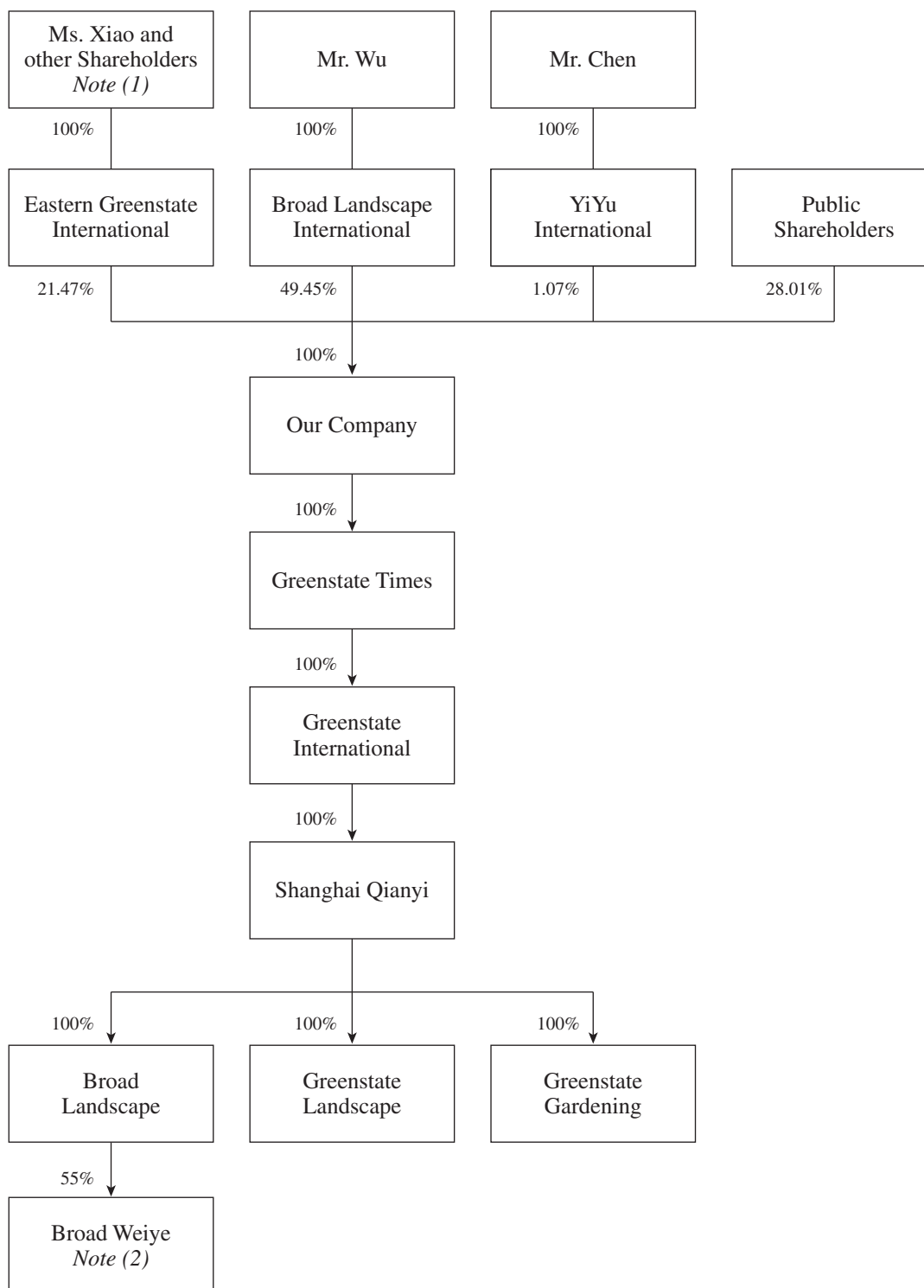
5.13.1 The first table in the section entitled “History and Development – The Pre-IPO Investments” on page 111 of the Prospectus has been amended to read as follows:

<u>Investor</u>	<u>Date of investment agreement</u>	<u>Consideration</u> <i>(RMB)</i>	<u>Payment date of the consideration</u>	<u>Equity interest upon completion of the investment</u>	<u>Approximate percentage of shareholding in the Company immediately after Listing</u> <i>(Note 1)</i>
Mr. Zhao Guanghua (趙光華)	18 April 2013	300,000	20 April 2013	0.5%	0.36%
Mr. Chen	18 April 2013	900,000	20 April 2013	1.5%	1.07%
Ms. Zhou Wei (周維)	18 April 2013	600,000	20 April 2013	1%	0.71%

5.13.2 The second table in the section entitled “History and Development – The Pre-IPO Investments” on page 111 of the Prospectus has been amended to read as follows:

<u>Investor</u>	<u>Date of investment agreement</u>	<u>Consideration</u> <i>(RMB)</i>	<u>Payment date of the consideration</u>	<u>Equity interest upon completion of the investment</u>	<u>Approximate percentage of shareholding in the Company immediately after Listing</u> <i>(Note 1)</i>
Mr. Zhao Guanghua (趙光華)	18 April 2013	480,000	20 April 2013	0.5%	0.36%
Mr. Chen	18 April 2013	1,440,000	20 April 2013	1.5%	1.07%
Ms. Zhou Wei (周維)	18 April 2013	960,000	20 April 2013	1%	0.71%

5.13.3 The chart in the section entitled “History and Development – Group Structure Immediately after Completion of the Capitalisation Issue and the Global Offering” on page 118 of the Prospectus has been amended to read as follows:



5.14 Relationship with Controlling Shareholders

The second paragraph under the section entitled “Relationship with Controlling Shareholders – Our Controlling Shareholders” on page 206 of the Prospectus has been amended to read as follows:

“By virtue of the Acting in Concert Deed, our Controlling Shareholders include Mr. Wu, Ms. Xiao (Mr. Wu’s spouse) and the Management Shareholders. Immediately following the completion of the Global Offering and the Capitalisation Issue (but without taking into account the Shares to be issued pursuant to the exercise of the Over-allotment Option or options which may be granted under the Share Option Scheme), our Controlling Shareholders will together be entitled to exercise or control the exercise of approximately 70.92% of the issued share capital of the Company.”

5.15 Share Capital

5.15.1 The second table in the section entitled “Share Capital” on page 213 of the Prospectus has been amended to read as follows:

		<i>HK\$</i>
3,800,000	Shares in issue at the date of the Prospectus	380,000
1,000,000	Shares to be issued pursuant to the Capital Injection	100,000
595,200,000	Shares to be issued pursuant to the Capitalisation Issue	59,520,000
166,800,000	Shares to be issued pursuant to the Global Offering (excluding any Shares which may be issued under the Over-allotment Option)	16,680,000
<u>766,800,000</u>	Shares	<u>76,680,000</u>

5.15.2 The third table in the section entitled “Share Capital” on page 213 of the Prospectus has been amended to read as follows:

		<i>HK\$</i>
3,800,000	Shares in issue at the date of the Prospectus	380,000
1,000,000	Shares to be issued pursuant to the Capital Injection	100,000
595,200,000	Shares to be issued pursuant to the Capitalisation Issue	59,520,000
199,020,000	Shares to be issued pursuant to the Global Offering (inclusive of any Shares which may be issued under the Over-allotment Option)	19,902,000
<u>799,020,000</u>	Shares	<u>79,902,000</u>

5.16 Substantial Shareholders

The table and the notes in the section entitled “Substantial Shareholders – Substantial Shareholders” on pages 219 and 220 of the Prospectus have been amended to read as follows:

<u>Name</u>	<u>Nature of Interest</u>	<u>Number of Shares held</u>	<u>Approximate percentage of shareholding</u>
Mr. Wu ⁽¹⁾⁽⁴⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Broad Landscape International ⁽²⁾	Beneficial owner	379,146,720	49.45%
Ms. Xiao ⁽¹⁾⁽⁵⁾⁽⁴⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Shen Wenlin ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Song Shudong ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Zhang Kequan ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Jiao Ye ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Wang ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Li Qiuliang ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Xiao Xu ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%

<u>Name</u>	<u>Nature of Interest</u>	<u>Number of Shares held</u>	<u>Approximate percentage of shareholding</u>
Ms. Zhu ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. She Lei ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Eastern Greenstate International ⁽³⁾	Beneficial owner	164,652,216	21.47%

Notes:

- (1) Our Company is held as to approximately 49.45%, 21.47% and 1.07%, respectively, by Broad Landscape International, Eastern Greenstate International and YiYu International immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme). Pursuant to the Acting in concert Deed, each of Mr. Wu, Ms. Xiao and the Management Shareholders has agreed to jointly control their respective interests in our Company and the decisions as to the business and operations of our Group shall be in accordance with the unanimous consent of all of them. Hence, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.
- (2) Broad Landscape International, a wholly owned subsidiary of Mr. Wu, is directly interested in approximately 49.45% in our Company immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme).
- (3) Eastern Greenstate International is directly interested in approximately 21.47% in our Company immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme).
- (4) Mr. Wu is the spouse of Ms. Xiao. Under the SFO, Mr. Wu is deemed to be interested in the same number of Shares in which Ms. Xiao is interested.
- (5) Ms. Xiao has controlled more than one third of the voting power at the general meeting of Eastern Greenstate International, therefore under the SFO, Ms. Xiao is deemed to be interested in the same number of Shares in which Eastern Greenstate International is interested.

5.17 Underwriting

5.17.1 The second paragraph under “Underwriting Arrangements and Expenses – International Offering” under the section entitled “Underwriting” on page 242 of the Prospectus has been amended to read as follows:

“Our Company is expected to grant to the Joint Global Coordinators the Over-allotment Option, exercisable by the Joint Global Coordinators on behalf of the International Underwriters at any time from the date of the International Underwriting

Agreement until 30 days after the last day for lodging of applications under the Hong Kong Public Offering to require our Company to allot up to an aggregate of 32,220,000 additional International Offer Shares representing 15% of the revised number of Offer Shares, at the same price per Share under the International Offering solely to cover over-allocations (if any) in the International Offering.”

The third paragraph under “Underwriting Arrangements and Expenses – Commission and expenses” under the section entitled “Underwriting” on pages 243 of the Prospectus have been amended to read as follows:

“The Sole Sponsor will receive HK\$6,500,000 as their sponsor’s fees. The underwriting commission, financial advisory and documentation fee, Hong Kong Stock Exchange listing fees and trading fee, SFC transaction levy, legal and other professional fees together with applicable printing and other expenses relating to the Global Offering are estimated to amount to approximately HK\$32.7 million in total (based on an Offer Price of HK\$1.53 per Share, being the mid-point of the indicative Offer Price range of between HK\$1.30 and HK\$1.76 per Share, and on the assumption that the Over-allotment Option is not exercised), and approximately HK\$6.4 million will be payable by the Company and approximately HK\$1.8 million will be payable by the Selling Shareholders.”

5.18 Structure of the Global Offering

5.18.1 The second paragraph under “The Global Offering” under the section entitled “Structure of the Global Offering” on page 245 of the Prospectus has been amended to read as follows:

- “(i) the Hong Kong Public Offering of 21,480,000 Offer Shares (subject to adjustment as mentioned below) in Hong Kong as described below in the paragraph headed “Hong Kong Public Offering”; and
- (ii) the International Offering of 193,320,000 Offer Shares, of which 145,320,000 Shares are to be offered by us and 48,000,000 Sale Shares are to be offered by the Selling Shareholders (subject to adjustment and the Over-allotment Option as mentioned below) outside the United States in reliance on Regulation S.”

The paragraph under “Hong Kong Public Offering – Number of Shares initially offered” under the section entitled “Structure of the Global Offering” on page 246 of the Prospectus has been amended to read as follows:

“Our Company is offering 21,480,000 Offer Shares for subscription by the public in Hong Kong at the Offer Price, representing 10% 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 number of the Hong Kong Public Offer Shares will represent 2.8% of our Company’s enlarged issued share capital immediately after completion of the Global Offering (without taking into account the Over-allotment Option and any option which may be granted under the Share Option Scheme).”

5.18.2 The second paragraph under “Conditions of the Hong Kong Public Offering” under the section entitled “Structure of the Global Offering” on page 247 of the Prospectus has been amended to read as follows:

“Share certificates for the Offer Shares are expected to be despatched on Friday, 18 July 2014 but will only become valid certificates of title at 8:00 a.m. on Monday, 21 July 2014 provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the subsection headed “Underwriting – Grounds for termination” in the Prospectus has not been exercised. Investors who trade shares prior to the receipt of share certificates or prior to the share certificates bearing valid certificates of title do so entirely at their own risk.”

5.18.3 The second paragraph under “Hong Kong Public Offering – Allocation” under the section entitled “Structure of the Global Offering” on page 247 of the Prospectus have been amended to read as follows:

“Multiple or suspected multiple applications within either pool or between pools and any application for more than 10,740,000 Hong Kong Public Offer Shares (being 50% of the initial number of Hong Kong Public Offer Shares) are liable to be rejected.”

5.18.4 The paragraph under “Hong Kong Public Offering – Reallocation” under the section entitled “Structure of the Global Offering” on page 248 of the Prospectus have been amended to read as follows:

“If the number of the Offer Shares validly applied for under the Hong Kong Public Offering represents 15 times or more but less than 50 times the number of Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offering, then International Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Hong Kong Public Offer Shares available under the Hong Kong Public Offering will be 64,440,000 Offer Shares, representing 30% of the Offer Shares initially available under the Global Offering;

If the number of the Offer Shares validly applied for under the Hong Kong Public Offering represents 50 times or more but less than 100 times the number of Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offering, then International Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Hong Kong Public Offer Shares available under the Hong Kong Public Offering will be 85,920,000 Offer Shares, representing 40% of the Offer Shares initially available under the Global Offering;

If the number of the Offer Shares validly applied for under the Hong Kong Public Offering represents 100 times or more the number of Hong Kong Public Offer Shares initially available for subscription under the Hong Kong Public Offering, then International Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of Hong Kong Public Offer Shares available under the Hong Kong Public Offering will be 107,400,000 Offer Shares, representing 50% of the Offer Shares initially available under the Global Offering.”

5.18.5 The paragraph under “International Offering” under the section entitled “Structure of the Global Offering” on page 249 of the Prospectus has been amended to read as follows:

“The revised number of Offer Shares to be offered for subscription under the International Offering will be 193,320,000 Offer Shares (including 145,320,000 new Shares and 48,000,000 Sale Shares subject to adjustment and the Over-allotment Option), representing approximately 90% of the revised number of the Offer Shares available in total under the Global Offering. Subject to the reallocation of Shares between the International Offering and the Hong Kong Public Offering, the number of the International Offer Shares will represent 25.2% of our Company’s enlarged issued share capital immediately after completion of the Global Offering (without taking into account the Over-allotment Option and any option which may be granted under the Share Option Scheme). The International Offering is subject to the Hong Kong Public Offering being unconditional.”

5.18.6 The paragraph under “International Offering – Over-allotment Option” under the section entitled “Structure of the Global Offering” on page 250 of the Prospectus have been amended to read as follows:

“Pursuant to the Over-allotment Option, we may be required by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) to allot and issue up to 32,220,000 additional new Shares, representing in aggregate 15% of the revised number of Shares being offered under the Global Offering, at the Offer Price solely to cover over-allocations in the International Offering, if any, subject to the same terms and conditions as the other Offer Shares. If the Over-allotment Option is exercised in full, the additional new Shares will represent approximately 4.0% of our enlarged share capital immediately following completion of the Global Offering and the full exercise of the Over-allotment Option but without taking into account any Shares which may fall to be issued upon the exercise of any options to be granted under the Share Option Scheme. In the event that the Over-allotment Option is exercised, an announcement will be made in accordance with the Hong Kong Listing Rules.”

5.18.7 The paragraph under “Price Determination of The Global Offering” under the section entitled “Structure of the Global Offering” on page 250 of the Prospectus has been amended to read as follows:

“The Offer Price is expected to be determined by us (on behalf of ourselves and the Selling Shareholders) and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on

or around Wednesday, 16 July 2014 or such later date as may be agreed by us and the Joint Global Coordinators, but in any event, no later than Thursday, 17 July 2014. If, for any reason, the Offer Price is not agreed between the Joint Global Coordinators (on behalf of the Underwriters) and us by Thursday, 17 July 2014, the Global Offering will not become unconditional and will lapse immediately.”

5.18.8 The fifth paragraph under “Price Determination of The Global Offering” under the section entitled “Structure of the Global Offering” on page 251 of the Prospectus has been amended to read as follows:

“The final Offer Price, the indications of interest in the Global Offering, the results of applications and the basis of allotment of Offer Shares available under the Hong Kong Public Offering, are expected to be announced on Friday, 18 July 2014 in the manner set out in the paragraph “How to Apply for Hong Kong Public Offer Shares – 11. Publication of Results” in the Prospectus.”

5.18.9 The paragraph under “Commencement of Dealing in the Shares” under the section entitled “Structure of the Global Offering” on page 254 of the Prospectus has been 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 the Listing Date, it is expected that dealings in the Offer Shares on the Hong Kong Stock Exchange will commence at 9:00 a.m. on Monday, 21 July 2014.”

5.18.10 The fifth paragraphs under “Stabilisation” under the section entitled “Structure of the Global Offering” on pages 253 and 254 of the Prospectus have been amended to read as follows:

“In order to facilitate the settlement of over-allocations in connection with the International Offering, the Stabilising Manager may choose to borrow up to 32,220,000 Shares from Broad Landscape International, being one of our Controlling Shareholders, equivalent to the maximum number of additional Shares to be issued upon full exercise of the Over-allotment Option, under the Stock Borrowing Agreement on the following conditions in compliance with Rule 10.07(3) of the Hong Kong Listing Rules.”

The paragraph under “Commencement of Dealing in the Shares” under the section entitled “Structure of the Global Offering” on page 254 of the Prospectus have been 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 the Listing Date, it is expected that dealings in the Offer Shares on the Hong Kong Stock Exchange will commence at 9:00 a.m. on Monday, 21 July 2014.

Our Shares will be traded in board lots of 2,000 each. The stock code of our Shares is 1253.”

5.19 How to Apply for Hong Kong Public Offer Shares

5.19.1 The paragraphs under “11. Publication of Results” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 268 have been amended to read as follows:

“The Company expects to announce the final Offer Price, the level of indication 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 Offer Shares on Friday, 18 July 2014 in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), on our Company’s website at **www.broad-greenstate.com.cn** and the website of the Hong Kong 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 our Company’s website at **www.broad-greenstate.com.cn** and the Hong Kong Stock Exchange’s website at **www.hkexnews.hk** by no later than 9:00 a.m. on Friday, 18 July 2014;
- from the designated results of allocations website at **www.tricor.com.hk/ipo/result** with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Friday, 18 July 2014 to 12:00 midnight on Thursday, 24 July 2014;
- by telephone enquiry line by calling 3691 8488 between 9:00 a.m. and 6:00 p.m. from Friday, 18 July 2014 to Wednesday, 23 July 2014 on a Business Day;
- in the special allocation results booklets which will be available for inspection during opening hours from Friday, 18 July 2014 to Tuesday, 22 July 2014 at all the receiving bank branches and sub-branches.”

5.19.2 The second paragraph under “13. Refund of Application Monies” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 271 has been amended to read as follows:

“Any refund of your application monies will be made on Friday, 18 July 2014.”

5.19.3 The fourth and fifth paragraphs under “14. Despatch/Collection of Share Certificates and Refund Monies” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 272 have been amended to read as follows:

“Subject to arrangement on despatch/collection of share certificates and refund monies as mentioned below, any refund cheques and share certificates are expected to be posted on or around Friday, 18 July 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).

Share certificates will only become valid at 8:00 a.m. on Monday, 21 July 2014 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the 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.”

5.19.4 The first and fourth paragraphs under “14. Despatch/Collection of Share Certificates and Refund Monies – Personal Collection – (i) If you apply using a WHITE Application Form” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 272 has been amended to read as follows:

“If you apply for 1,000,000 or more Hong Kong Public Offer Shares and have provided all information required by your Application Form, you may collect your refund cheque(s) and/or share certificate(s) from Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Friday, 18 July 2014 or such other date as notified by us in the newspapers.”

“If you apply for less than 1,000,000 Hong Kong Public Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on Friday, 18 July 2014, by ordinary post and at your own risk.”

5.19.5 The first paragraph and the second bullet point of the second paragraph under “14. Despatch/Collection of Share Certificates and Refund Monies – Personal Collection – (ii) If you apply using a YELLOW Application Form” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 272 and page 273 have been amended to read as follows:

“If you apply for 1,000,000 Hong Kong Public Offer Shares or more, please follow the same instructions as described above. If you have applied for less than 1,000,000 Hong Kong Public Offer Shares, your refund cheque(s) will be sent to the address on the relevant Application Form on Friday, 18 July 2014, by ordinary post and at your own risk.”

“If you apply by using a YELLOW Application Form and your application is successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your or the designated CCASS Participant’s stock account as stated in your Application Form on Friday, 18 July 2014, or upon contingency, on any other date determined by HKSCC or HKSCC Nominees.”

- “• *If you are applying as a CCASS investor participant*

The Company will publish the results of CCASS Investor Participants’ applications together with the results of the Hong Kong Public Offering in the manner described in the paragraph headed “Publication of results” above. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Friday, 18 July 2014 or any other date as determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Public Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System.”

5.19.6 The first and third paragraphs under “14. Despatch/Collection of Share Certificates and Refund Monies – Personal Collection – (iii) If you apply through the HK eIPO White Form service” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 273 have been amended to read as follows:

“If you apply for 1,000,000 Hong Kong Public Offer Shares or more and your application is successful, you may collect your share certificate(s) from Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Friday, 18 July 2014, or such other date as notified by the Company in the newspapers as the date of despatch/collection of share certificates/e-Auto Refund payment instructions/refund cheques.”

“If you apply for less than 1,000,000 Hong Kong Public Offer Shares, your share certificate(s) (where applicable) will be sent to the address specified in your application instructions on Friday, 18 July 2014 by ordinary post at your own risk.”

5.19.7 The first, second, fourth and fifth bullet points of the second paragraph under “14. Despatch/Collection of Share Certificates and Refund Monies – Personal Collection – (iv) If you apply via Electronic Application Instructions to HKSCC” under the section entitled “How to Apply for Hong Kong Public Offer Shares” on page 274 and 275 have been amended to read as follows:

- “• If your application is successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your designated CCASS Participant’s stock account or your CCASS Investor Participant stock account on Friday, 18 July 2014, or on any other date determined by HKSCC or HKSCC Nominees.

- The Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Hong Kong Public Offering in the manner specified in the paragraph headed “11. Publication of results” above on Friday, 18 July 2014. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Friday, 18 July 2014 or such other date as determined by HKSCC or HKSCC Nominees.”

- “• If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Public Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time) on Friday, 18 July 2014. Immediately following the credit of the Hong Kong Public Offer Shares to your stock account and the credit of refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Hong Kong Public Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.

- Refund of your application monies (if any) in respect of successful (in the event that the Offer Price as finally determined is less than HK\$1.76) or unconfirmed applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee but without interest) will be credited to your designated bank account or the designated bank account of your broker or custodian on Friday, 18 July 2014.”

5.20 Appendix II – Unaudited Pro Forma Financial Information

This appendix shall be replaced in full by the information in Appendix I to this Supplemental Prospectus.

5.21 Appendix V – Statutory and General Information

5.21.1 The first paragraph in the section entitled “Appendix V – Statutory and General Information – A. Further Information about Our Group – 2. Changes in the share capital of our Company” on page V-2 of the Prospectus has been amended to read as follows:

“Immediately following the completion of the Global Offering but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option and options that may be granted under the Share Option Scheme, the issued share capital of our Company will be 76,680,000, divided into 766,800,000 shares of HK\$0.10 each, all fully paid or credited as fully paid and 166,800,000 Shares of HK\$0.10 each will remain unissued.”

5.21.2 The third paragraph in the section entitled “Appendix V – Statutory and General Information – A. Further Information about Our Group – 6. Repurchase by our Company of our own securities – (b) Share capital” on page V-6 of the Prospectus has been amended to read as follows:

“Exercise in full of the repurchase mandate, on the basis of 766,800,000 Shares in issue immediately after the listing of the Shares, could accordingly result in up to 76,680,000 Shares being repurchased by us during the course of the period prior to the date on which such repurchase mandate expires or terminates (as referred to in paragraph (a)(i) above).”

5.21.3 The new sub-paragraph (i) is added under the section entitled “Appendix V – Statutory and General Information – B. Further Information about Our Business – 1. Summary of Material Contracts” on page V-8 of the Prospectus as follows:

“(i) the Amendment and Restatement Agreement to the Hong Kong Underwriting Agreement.”

5.21.4 The table and the notes in the section entitled “Appendix V – Statutory and General Information – D. Further Information about Our Directors and Substantial Shareholders – 1. Disclosure of Interests – (a) Interests of our Directors” on page V-13 of the Prospectus have been amended to read as follows:

<u>Name of Director</u>	<u>Nature of Interest</u>	<u>Number of Share held</u>	<u>Approximate percentage of shareholding</u>
		<i>(Note 2)</i>	
Mr. Wu ⁽¹⁾⁽²⁾	Interest held jointly with another person; interest in a controlled corporation; interest of spouse	543,798,936(L)	70.92%
Ms. Xiao ⁽¹⁾⁽²⁾⁽³⁾	Interest held jointly with another person; interest in a controlled corporation; interest of spouse	543,798,936(L)	70.92%
Mr. Wang ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936(L)	70.92%
Ms. Zhu ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936(L)	70.92%

Notes:

- (1) Our Company is held as to approximately 49.45%, 21.47% and 1.07%, respectively, by Broad Landscape International, Eastern Greenstate International and YiYu International immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme). Pursuant to the Acting in concert Deed, each of Mr. Wu, Ms. Xiao and the Management Shareholders has agreed to jointly control their respective interests in our Company and the decisions as to the business and operations of our Group shall be in accordance with the unanimous consent of all of them. Hence, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.
- (2) Mr. Wu is the spouse of Ms. Xiao. Under the SFO, Mr. Wu is deemed to be interested in the same number of Share in which Ms. Xiao is interested.
- (3) Ms. Xiao has controlled more than one third of the voting power at the general meeting of Eastern Greenstate International, therefore under the SFO, Ms. Xiao is deemed to be interested in the same number of Shares in which Eastern Greenstate International is interested.
- (4) The letter “L” denotes long position of the directors in the Shares.

5.21.5 The table and the notes in the section entitled “Appendix V – Statutory and General Information – D. Further Information about Our Directors and Substantial Shareholders – 1. Disclosure of Interests – (b) Interests of the Substantial Shareholders” on pages V-16 and V-17 of the Prospectus have been amended to read as follows:

Name	Nature of Interest	Number of Shares held	Approximate percentage of shareholding
Mr. Wu ⁽¹⁾⁽⁴⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Broad Landscape International ⁽²⁾	Beneficial owner	379,146,720	49.45%
Ms. Xiao ⁽¹⁾⁽⁵⁾⁽⁴⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Shen Wenlin ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Song Shudong ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%

<u>Name</u>	<u>Nature of Interest</u>	<u>Number of Shares held</u>	<u>Approximate percentage of shareholding</u>
Mr. Zhang Kequan ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Jiao Ye ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Wang ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Li Qiuliang ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. Xiao Xu ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Ms. Zhu ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Mr. She Lei ⁽¹⁾	Interest held jointly with another person; interest in a controlled corporation	543,798,936	70.92%
Eastern Greenstate International ⁽³⁾	Beneficial owner	164,652,216	21.47%

Notes:

- (1) Our Company is held as to approximately 49.45%, 21.47% and 1.07%, respectively, by Broad Landscape International, Eastern Greenstate International and YiYu International immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme). Pursuant to the Acting in concert Deed, each of Mr. Wu, Ms. Xiao and the Management Shareholders has agreed to jointly control their respective interests in our Company and the decisions as to the business and operations of our Group shall be in accordance with the unanimous consent of all of them. Hence, each of them is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

- (2) Broad Landscape International, a wholly owned subsidiary of Mr. Wu, is directly interested in approximately 49.45% in our Company immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme).
- (3) Eastern Greenstate International is directly interested in approximately 21.47% in our Company immediately following the completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Share Option Scheme).
- (4) Mr. Wu is the spouse of Ms. Xiao. Under the SFO, Mr. Wu is deemed to be interested in the same number of Shares in which Ms. Xiao is interested.
- (5) Ms. Xiao has controlled more than one third of the voting power at the general meeting of Eastern Greenstate International, therefore under the SFO, Ms. Xiao is deemed to be interested in the same number of Shares in which Eastern Greenstate International is interested.

6. RECENT DEVELOPMENTS SINCE THE LATEST PRACTICABLE DATE

As of the date hereof (14 July 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 (20 June 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.

7. 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 Public Offer Shares. Further, we are seeking the Eligible Applicants to confirm their applications under the Hong Kong Public Offering.

The revised timetable⁽¹⁾ of the Global Offering is as follows:

Announcement of the publication of this Supplemental Prospectus on the websites of the Hong Kong Stock Exchange at **www.hkexnews.hk** and the Company at **www.broad-greenstate.com.cn** and also in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) Monday, 14 July 2014

This Supplemental Prospectus and the Confirmation Form published on the websites of the Hong Kong Stock Exchange at **www.hkexnews.hk** and the Company at **www.broad-greenstate.com.cn** Monday, 14 July 2014

The period when Eligible Applicants may lodge confirmation of their applications for the Hong Kong Public Offer Shares under the Hong Kong Public Offering in full⁽²⁾9:00 a.m. to 5:00 p.m. on
Monday, 14 July 2014
Tuesday, 15 July 2014
Wednesday, 16 July 2014

Price Determination Date⁽³⁾ on or aroundWednesday, 16 July 2014

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 Public Offer Shares, subject to such applications being validly confirmed by the Eligible Applicants to be published on the websites of the Hong Kong Stock Exchange at **www.hkexnews.hk** and the Company at **www.broad-greenstate.com.cn** and also in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese)Friday, 18 July 2014

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 as described in the subsection headed "5.19 How to Apply for Hong Kong Public Offer Shares" in this Supplemental Prospectus fromFriday, 18 July 2014

Results of allocations in the Hong Kong Public Offering will be available at **www.tricor.com.hk/ipo/result** with a "search by ID" functionFriday, 18 July 2014

Despatch of Share certificates in respect of successful applications pursuant to the Hong Kong Public Offering on or before⁽⁴⁾Friday, 18 July 2014

Despatch of e-Auto Refund Payment instructions/refund cheques in respect of successful (in the event that the Offer Price as finally determined is less than HK\$1.76) or unconfirmed applications pursuant to the Hong Kong Public Offering on or before.Friday, 18 July 2014

Dealings in Shares on the Main Board of the Hong Kong Stock Exchange to commence on.Monday, 21 July 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 as amended by this Supplemental Prospectus.

- (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 Wednesday, 16 July 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 this dates mentioned in this Supplemental Prospectus.
- (3) Please note that the Price Determination Date is expected to be on or around Wednesday, 16 July 2014 and in any event not later than Thursday, 17 July 2014. If, for any reason, the Offer Price is not agreed between our Company (on behalf of ourselves and the Selling Shareholders) and the Joint Global Coordinators (on behalf of the Underwriters) on or before Thursday, 17 July 2014, the Global Offering will not proceed and will lapse.
- (4) Share certificates for the Hong Kong Public Offer Shares are expected to be issued on Friday, 18 July 2014 but will only become valid certificates of title provided that (i) the Global Offering has become unconditional in all respects, and (ii) the right of termination as described in the subsection headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus has not been exercised and has lapsed. Investors who trade the Hong Kong Public Offer Shares on the basis of publicly available allocation details before the receipt of their share certificates or before the share certificates becoming valid certificates of title do so entirely at their own risk.

8. 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 Wednesday, 16 July 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 copies of the announcements dated, Wednesday, 9 July 2014 and, Monday, 14 July 2014, respectively, regarding (1) this 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 Monday, 14 July 2014 to Wednesday, 16 July 2014, at any of the places stated in the sections entitled “10. Addresses of the Hong Kong Underwriters” and “11. Relevant branches of the receiving bank” below. Eligible Applicants who applied by using **HK eIPO White Form** 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 Hong Kong Stock Exchange, by email from the designated HK eIPO White Form 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 HK eIPO White Form

For Eligible Applicants who applied by using **WHITE** or **YELLOW** Application Forms or using **HK eIPO White Form**, 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 **HK eIPO White Form**) 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 "11. Relevant branches of the receiving bank" below, which must be lodged by 5:00 p.m. on Wednesday, 16 July 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 Wednesday, 16 July 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 Wednesday, 16 July 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.

9. 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.

10. ADDRESSES OF THE HONG KONG UNDERWRITERS

Kim Eng Securities (Hong Kong) Limited	Level 30, Three Pacific Place 1 Queen's Road East Hong Kong
BOCOM International Securities Limited	9th Floor, Man Yee Building 68 Des Voeux Road Central Hong Kong
Haitong International Securities Company Limited	22/F Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Industrial Securities (Hong Kong) Capital Limited	Unit 3201, Infinitus Plaza 199 Des Voeux Road Central Sheung Wan, Hong Kong

11. RELEVANT BRANCHES OF THE RECEIVING BANK

Any of the following branches of:

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch name	Address
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Wanchai Sub-Branch	G/F., 32-34 Johnston Road
Kowloon	Mongkok Sub-Branch	Shops A & B, G/F., Hua Chiao Commercial Centre, 678 Nathan Road
New Territories	Yuen Long Sub-Branch	Shop 2B, G/F., Man Yu Building, 2-14 Tai Fung Street, Yuen Long

12. 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 and the Directors are satisfied that the rights of the Eligible Applicants and the investing public will not be prejudiced given that the Eligible Applicants will be granted an opportunity to confirm whether or not to proceed with their applications after considering the additional information contained in this Supplemental Prospectus.

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.

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

We have been able to meet our working capital needs, and taking into account our internally generated funds, the available banking facilities and the estimated net proceeds from the Global Offering of our Shares, our Directors confirm that the working capital available to our Group is sufficient for our present requirements, that is for at least the next 12 months from the date of this Supplemental Prospectus.

Our 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 Offer Shares.

Save as disclosed, there has been no significant change and no significant new matter relating to our Group that has arisen since the publication of the Prospectus dated 30 June 2014.

Since 30 June 2014, there has been no material adverse change in the financial or trading position or prospects of our Group.

14. 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).

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Deacons, 5th Floor, Alexandra House, 18 Charter Road, Central, 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 VI to the Prospectus:

- (a) the additional material contract referred to in the paragraph headed “5. Amendments to the Prospectus – 5.21 Appendix V – Statutory and General Information” in this Supplemental Prospectus;
- (b) the report on the unaudited pro forma financial information prepared by Ernst & Young, the text of which is set out in Appendix I to this Supplemental Prospectus; and
- (c) the written consents of the Sole Sponsor and Ernst & Young 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.

“The following information does not form part of the Accountants’ Report from Ernst & Young, Certified Public Accountants, Hong Kong, the Company’s reporting accountants, as set out in Appendix I to the Prospectus, and is included for information purposes only. The pro forma financial information should be read in conjunction with the section headed “Financial Information” in the Prospectus and the Accountants’ Report set out in Appendix I to the Prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following pro forma adjusted consolidated net tangible assets of our Group have been prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the HKICPA for illustration purposes only, and is set out here to illustrate the effect of the Global Offering on our consolidated net tangible assets as at 31 December 2013 as if it had taken place on 31 December 2013.

The pro forma adjusted consolidated net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the Global Offering been completed as at 31 December 2013 or any future date. It is prepared based on our consolidated net assets as at 31 December 2013 in the Accountants’ Report as set out in Appendix I to the Prospectus and adjusted as described below. The pro forma adjusted consolidated net tangible assets does not form part of the Accountants’ Report as set out in Appendix I to this Supplemental Prospectus.

	Consolidated net tangible assets attributable to the owners of the Company as at 31 December 2013	Estimated net proceeds from the Global Offering	Pro forma adjusted consolidated net tangible assets	Pro forma adjusted consolidated net tangible assets per share	
	<i>RMB’000</i> <i>(Note 1)</i>	<i>RMB’000</i> <i>(Note 2)</i>	<i>RMB’000</i>	<i>RMB</i> <i>(Note 3)</i>	<i>(HK\$ equivalent)</i> <i>(Note 4)</i>
Based on an offer price of HK\$1.30 per Share	1,114	170,044	171,158	0.22	0.27
Based on an offer price of HK\$1.76 per Share	1,114	230,214	231,328	0.30	0.37

Notes:

- (1) The consolidated net tangible assets of our Group attributable to owners of the Company as at 31 December 2013 is extracted from the section headed “Appendix I – Accountants’ Reports” in our Prospectus, which is based on the audited consolidated equity attributable to owners of our Company as at 31 December 2013 of RMB8,871,000 less goodwill and other intangible assets as at 31 December 2013 of RMB1,916,000 and RMB5,841,000.
- (2) The estimated net proceeds from the Global Offering are based on estimated offer prices of HK\$1.30 or HK\$1.76 per Share after deduction of the underwriting fees and other related expenses payable by the Company and 166,800,000 Shares expected to be issued under the Global Offering, taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option. The estimated net proceeds from the Global Offering is converted into RMB at an exchange rate of HK\$1.00 to RMB0.8043.
- (3) The pro forma adjusted consolidated net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 766,800,000 Shares are in issue assuming that the Global Offering has been completed on 31 December 2013 and an Offer Price of HK\$1.30 per Share, being the low end of the Offer Price range, and 766,800,000 Shares are in issue assuming that the Global Offering has been completed on 31 December 2013 and an Offer Price of HK\$1.76 per Share, being the high end of the Offer Price range, excluding Shares which may be issued upon the exercise of the Over-allotment Option.
- (4) The pro forma adjusted consolidated net tangible assets per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.8043.
- (5) No adjustment has been made to reflect any trading results or other transactions of our Group entered into subsequent to 31 December 2013.

B. UNAUDITED PRO FORMA ESTIMATED EARNINGS PER SHARE

The unaudited pro forma estimate earnings per Share of our Group for the six months ended 30 June 2014 has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Global Offering as if it had taken place on 1 January 2014. It has been prepared for illustrative purpose only and, because of its hypothetical nature, may not give a true and fair picture of the financial results of our Group.

Profit Estimate for the Six Months Ended 30 June 2014

	Estimate for the six months ending 30 June 2014
Estimate consolidated profit attributable to owners of our Group ⁽¹⁾	not less than RMB55.1 million (equivalent to HK\$68.5 million)
Unaudited pro forma estimated earnings per Share ⁽²⁾	not less than RMB0.07 (equivalent to HK\$0.09)

Notes:

- (1) The estimated consolidated profit attributable to owners of our Group for the six months ended 30 June 2014 is extracted from Appendix III to the Prospectus. The bases and assumptions on which the above estimated for the six months ended 30 June 2014 has been prepared are summarised in Appendix III to the Prospectus.
- (2) The calculation of the unaudited pro forma estimated earnings per Share is based on the estimated consolidated profit attributable to owners of our Group for the six months ended 30 June 2014 and on the assumptions that a total of 766,800,000 Shares were in issue during the six months ended 30 June 2014, taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option. The unaudited pro forma estimated earnings per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.8043.
- (3) The estimated income tax expense and Listing-related expenses attributable to owners of our Group for the six months ended 30 June 2014 are approximately RMB18.5 million and RMB16.9 million respectively.
- (4) Pursuant to Rule 11.18 of the Hong Kong Listing Rules, we have given an undertaking to the Hong Kong Stock Exchange that the interim report for the six months ended 30 June 2014 will be audited.

**C. INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Supplemental Prospectus.

14 July 2014

To the Directors of Broad Greenstate International Company Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of Broad Greenstate International Company 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 consolidated net tangible assets as at 31 December 2013, and the pro forma estimated earnings per share for the six months ended 30 June 2014, and related notes as set out in Sections A and B of Appendix I of the supplemental prospectus of the Company dated 14 July 2014 (the "Supplemental Prospectus") issued by the Company (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in the Supplemental Prospectus.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group's financial position as at 31 December 2013 and the Group's estimated earnings per share for the six months ended 30 June 2014 as if the transaction had taken place at 31 December 2013. As part of this process, information about the Group's financial position, and estimated profit has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2013, on which an Accountants' Report has been published, and the Group's profit estimate for the six months ended 30 June 2014, respectively.

Directors' responsibility 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 Hong Kong Listing Rules and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountant's responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Hong Kong 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 accountant 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 Hong Kong Listing Rules and with reference to AG7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by 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 the Supplemental Prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if 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 transaction 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 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 accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the 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 on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Hong Kong Listing Rules.

This report supersedes our previous report dated 30 June 2014 in respect of the unaudited pro forma financial information of the Group as set out in Appendix II to the prospectus of the Company dated 30 June 2014.

- 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 accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the 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 on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Hong Kong Listing Rules.

This report supersedes our previous report dated 30 June 2014 in respect of the unaudited pro forma financial information of the Group as set out in Appendix II to the prospectus of the Company dated 30 June 2014.

Yours faithfully,

Certified Public Accountants
Hong Kong