
SHARE CAPITAL

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HK\$

Authorised share capital:

<u>4,500,000,000</u>	Shares of HK\$0.10 each	<u>450,000,000</u>
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Issued and to be issued, fully paid or credited as fully paid:

1,000,000	Shares in issue at the date of this prospectus	100,000
449,000,000	Shares to be issued pursuant to the Capitalisation Issue	44,900,000
150,000,000	Shares to be issued pursuant to the Global Offering (excluding any Shares with may be issued under the Over-allotment Option)	15,000,000
<u>600,000,000</u>	Shares	<u>60,000,000</u>

ASSUMPTIONS

This table assumes the Global Offering has become unconditional and the issue of Shares pursuant thereto is made as described herein. It takes no account of any Shares which may be allotted and issued under the Over-allotment Option or upon the exercise of options which may be granted under the Share Option Scheme or of any Shares which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below or otherwise.

RANKING

The Offer Shares and our Shares which may be issued under the Over-allotment Option or upon the exercise of any options which may be granted under the Share Option Scheme will rank equally with all of our Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid on our Shares after the date of this prospectus.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus.

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GENERAL MANDATE TO ISSUE SHARES

Conditional on the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- i. 20% of the aggregate nominal amount of our Company's share capital in issue immediately following completion of the Global Offering and the Capitalisation Issue, excluding any Shares that may fall to be issued under the Over-allotment Option; and
- ii. the aggregate nominal value of the share capital repurchased by our Company (if any) pursuant to the repurchase mandate (as referred to below).

Our Directors may, in addition to our Shares which they are authorised to issue under this mandate, allot, issue and deal in our Shares pursuant to a rights issue, scrip dividend scheme or similar arrangements providing for allotment of Shares in lieu of the whole or in part of any dividend in accordance with the Articles, or pursuant to the exercise of any options that may be granted under the Share Option Scheme, or under the Global Offering or the Capitalisation Issue or upon the exercise of the Over-allotment Option.

This mandate will expire:

- at the conclusion of the next annual general meeting of our Company;
- on the date by which the next general meeting of our Company is required by the Articles or any applicable laws to be held; or
- when the authority given to our Directors is revoked or varied by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, see the paragraph headed "Resolutions in writing of the sole Shareholder passed on 22 September 2012" in the section headed "Further information about our Company and its subsidiaries" in Appendix V to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Upon the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to purchase Shares with a total nominal value of not more than 10% of the aggregate nominal amount of its share capital in issue immediately following completion of the Global Offering and the Capitalisation Issue, excluding Shares that may be issued pursuant to the exercise of the Over-allotment Option. This mandate only relates to repurchases made on the Stock Exchange,

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or on any other stock exchange on which our Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Repurchase by our Company of its own securities” in the section headed “Further information about our Company and its subsidiaries” in Appendix V to this prospectus.

This mandate will expire:

- at the conclusion of the next annual general meeting of our Company;
- on the date by which the next annual meeting is required by the Articles or any applicable laws to be held; or
- when the authority given to our Directors is revoked or varied by an ordinary resolution of the Shareholders in general meeting;

whichever is the earliest.

For further details of this general mandate, see the paragraph headed “Resolutions in writing of the sole Shareholder passed on 22 September 2012” in the section headed “Further information about our Company and its subsidiaries” in Appendix V to this prospectus.