

SHARE CAPITAL

The following sets out the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately before and after the completion of the Global Offering:

Authorised share capital:

	Nominal value of the Shares
	(HK\$)
<u>10,000,000,000</u> Shares	<u>10,000,000</u>

Shares issued and to be issued as fully paid or credited as fully paid immediately before and after the completion of the Global Offering assuming the Over-allotment Option is not exercised at all:

	HK\$
4,250,000,000 Shares in issue at the date of this prospectus	4,250,000
<u>1,418,000,000</u> Shares to be issued under the Global Offering	<u>1,418,000</u>
<u>5,668,000,000</u> Shares	<u>5,668,000</u>

Shares issued and to be issued as fully paid or credited as fully paid immediately before and after the completion of the Global Offering assuming the Over-allotment Option is exercised in full:

	HK\$
4,250,000,000 Shares in issue at the date of this prospectus	4,250,000
<u>1,630,700,000</u> Shares to be issued under the Global Offering	<u>1,630,700</u>
<u>5,880,700,000</u> Shares	<u>5,880,700</u>

ASSUMPTIONS

The above tables assume that the Global Offering become unconditional and will be completed in accordance with the relevant terms and conditions. It takes no account of (a) any Shares which may be issued pursuant to the exercise of any option to be granted under the Share Option Scheme; (b) any Shares which may be allotted and issued under the general mandate given to our Directors for the issue and allotment of Shares (see the paragraph headed “General Mandate to Issue Shares” in this section); or (c) any Shares which may be repurchased by our Company pursuant to the general mandate given to our Directors for the repurchase of Shares (see the paragraph headed “General Mandate to Repurchase Shares” in this section).

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RANKING

The Offer Shares are ordinary shares in the share capital of our Company and will rank pari passu in all respects with all Shares in issue or to be issued as set out in the above table, and will qualify and rank in full for all dividends or other distributions declared, made or paid after the date of this prospectus.

PRE-IPO SHARE AWARD SCHEME AND SHARE OPTION SCHEME

We have adopted the Pre-IPO Share Award Scheme and conditionally adopted the Share Option Scheme. Under the Pre-IPO Share Award Scheme, certain persons have been granted Shares prior to the Listing Date. The principal terms of the Pre-IPO Share Award Scheme and the Share Option Scheme are set out in the sections headed “Statutory and General Information – Pre-IPO Share Award Scheme” and “Share Option Scheme” in Appendix VII to this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Subject to the fulfillment of the conditions set out in the section headed “Structure of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares (otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue or the exercise of any subscription rights under the Share Option Scheme or any scrip dividend scheme or similar arrangements, any adjustment of rights to subscribe for Shares under options and warrants or a special authority granted by the Shareholders) with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Global Offering (excluding any Shares which may fall to be issued pursuant to the Over-allotment Option); and
- (b) the aggregate nominal value of share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to below.

This mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Company’s Shareholders in a general meeting.

For further details of this general mandate, see the section headed “Statutory and General Information – Resolutions of our Shareholders passed on November 6, 2012” in Appendix VII to this prospectus.

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GENERAL MANDATE TO REPURCHASE SHARES

Subject to the fulfillment of the conditions set out in the section headed “Structure of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue or to be issued immediately following completion of the Global Offering (excluding any Shares which may fall to be issued upon the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange, or any other approved stock exchange(s) on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and/or requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Statutory and General Information – Repurchase of our Shares” in Appendix VII to this prospectus.

This mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting; or
- (b) the expiration of the period within which our Company is required by law or Articles of Association to hold its next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Company’s Shareholders in a general meeting.

For further details of this repurchase mandate, see the section headed “Statutory and General Information – Special resolutions of the Shareholders passed on November 6, 2012” in Appendix VII to this prospectus.