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## SHARE CAPITAL

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The authorized and issued share capital of our Company are as follows:

<i>Authorized share capital:</i>	<i>HK\$</i>
20,000,000,000 . . . . . Shares of HK\$0.10 each	2,000,000,000

Assuming the Over-allotment Option is not exercised, the issued share capital of our Company immediately following completion of the Global Offering and the Capitalization Issue will be as follows (without taking into account any Shares which may be issued and allotted pursuant to any exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme):

<i>Issued and to be issued, fully paid or credited as fully paid:</i>	<i>HK\$</i>
10,000 . . . . . Shares in issue at the date of this prospectus	1,000
3,519,990,000 . . . . . Shares to be issued pursuant to the Capitalization Issue	351,999,000
480,000,000 . . . . . Shares to be issued pursuant to the Global Offering (excluding any Shares which may be issued under the Over-allotment Option)	<u>48,000,000</u>
<u>4,000,000,000</u> . . . . . Shares	<u>400,000,000</u>

Assuming the Over-allotment Option is exercised in full, the issued share capital of our Company immediately following completion of the Global Offering and the Capitalization Issue will be as follows (without taking into account any Shares which may be issued and allotted pursuant to any exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme):

<i>Issued and to be issued, fully paid or credited as fully paid:</i>	<i>HK\$</i>
10,000 . . . . . Shares in issue at the date of this prospectus	1,000
3,519,990,000 . . . . . Shares to be issued pursuant to the Capitalization Issue	351,999,000
570,000,000 . . . . . Shares to be issued pursuant to the Global Offering (inclusive of any Shares which may be issued under the Over-allotment Option)	<u>57,000,000</u>
<u>4,090,000,000</u> . . . . . Shares	<u>409,000,000</u>

### **Assumptions**

The above table assumes that the Global Offering becomes unconditional, and that the Capitalization Issue is made but takes no account of any Shares which may fall to be issued pursuant to the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or the 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 pursuant to the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as described below.

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For further details of this general mandate, see “Appendix VI—Statutory and General Information—Further information about our Company—Written resolutions of our Shareholders passed on November 30, 2012”.

### Ranking

The Offer Shares will rank *pari passu* in all respects with all other Shares in issue or to be issued as mentioned in this prospectus, and, in particular, will rank in full for all dividends and other distributions hereafter declared, paid or made on the Shares after the date of this prospectus except in respect of the Capitalization Issue.

### Capitalization Issue

Conditional on the share premium account of our Company being credited as a result of the issue of Offer Shares pursuant to the Global Offering, our Directors were authorized to capitalize an amount of HK\$351,999,000 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par for 3,519,990,000 Shares for allotment and issue to holders of Shares whose names appear on the register of members of our Company at close of business on November 29, 2012 (or as they may direct) in proportion as nearly as possible without involving the issue of fractions of Shares to their then respective shareholdings in our Company, and our Directors be authorized to allot and issue such Shares as aforesaid and to give effect to the Capitalization Issue and the Shares to be allotted and issued will rank *pari passu* with all Shares then in issue.

### Share Option Schemes

Our Company adopted the Pre-IPO Share Option Scheme on November 30, 2012. As of the date of this prospectus, Pre-IPO Share Options to subscribe for an aggregate of 197,923,000 Shares had been granted by our Company to 542 grantees. Our Company has conditionally adopted the Share Option Scheme under which options to subscribe for Shares representing up to 10% of the issued share capital of our Company as of the date of listing may be granted to the directors, full-time or part-time employees, consultants and advisers of our Group. The principal terms of the Share Option Scheme and the Pre-IPO Share Option Scheme are summarized in “Appendix VI—Statutory and General Information—Share Option Scheme” and “Appendix VI—Statutory and General Information—Pre-IPO Share Option Scheme”, respectively.

### General mandate to issue new Shares

Our Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of:

1. 20% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalization Issue and before the exercise of the Over-allotment Option; and
2. the aggregate nominal amount of the share capital of our Company repurchased by our Company (if any) pursuant to the repurchase mandate.

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Our Directors may, in addition to Shares which they are authorized to issue under the mandate, allot, issue or deal in the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights under options granted under the Pre-IPO Share Option Scheme or the Share Option Scheme, scrip dividend or similar arrangement.

This general mandate to issue Shares will expire:

- at the conclusion of the next annual general meeting of our Company; or
- on the date by which the next annual general meeting of our Company is required by law or the Articles to be held; or
- when revoked, varied or renewed by ordinary resolution of our Shareholders in general meeting,

whichever occurs first. For further details of this general mandate, see “Appendix VI—Statutory and General Information—Further information about our Company—Written resolutions of our Shareholders passed on November 30, 2012”.

### **General mandate to repurchase Shares**

Our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase such aggregate number of Shares not exceeding 10% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalization Issue and before the exercise of the Over-allotment Option.

The mandate only relates to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognized by the SFC and the Stock Exchange for this purpose. Any repurchases by our Company must be made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in “Appendix VI—Statutory and General Information—Repurchase by our Company of our own securities”.

This general mandate to repurchase Shares will expire:

- at the conclusion of the next annual general meeting of our Company; or
- the date by which the next annual general meeting of our Company is required by law or by the Articles to be held; or
- when revoked, varied or renewed by ordinary resolution of our Shareholders in general meeting,

whichever occurs first. For further details, see “Appendix VI—Statutory and General Information—Further information about our Company—Written resolutions of our Shareholders passed on November 30, 2012”.