
SHARE CAPITAL

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The following table is prepared on the basis that the Global Offering becomes unconditional. This table does not take into account Shares which may be issued upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme.

<i>Authorized share capital:</i>		<i>HK\$</i>
3,000,000,000	Shares	30,000,000

Shares in issue and to be issued, fully paid or credited as fully paid, upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised):

100,000	Shares in issue as at the date of this prospectus	1,000
749,900,000	Shares to be issued pursuant to the Capitalization Issue	7,499,000
132,360,000	Shares to be issued pursuant to the Global Offering	1,323,600
<u>882,360,000</u>	Total	<u>8,823,600</u>

Shares in issue and to be issued, fully paid or credited as fully paid, upon completion of the Global Offering (assuming that the Over-allotment Option is exercised in full):

100,000	Shares in issue as at the date of this prospectus	1,000
749,900,000	Shares to be issued pursuant to the Capitalization Issue	7,499,000
156,186,000	Shares to be issued pursuant to the Global Offering	1,561,860
<u>906,186,000</u>	Total	<u>9,061,860</u>

Assumptions

The above tables assume the Capitalization Issue and the Global Offering have become unconditional and the issue of Shares pursuant thereto is made as described herein. It takes no account of any Shares (a) which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme; or (b) 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 Shares that may be issued pursuant to the Over-allotment Option or upon the exercise of options which may be granted under the Share Option Scheme will rank *pari passu* in all respects with all Shares in issue and to be issued and will qualify for all dividends or other distributions declared, paid or made on our Shares after the date of this prospectus except for the Capitalization Issue.

CAPITALIZATION ISSUE

Under the written resolutions of our Shareholders passed on December 5, 2012 and subject to the conditions set out therein, our Directors were authorized to allot and issue a total of 749,900,000 Shares credited as fully paid at par to the Shareholder(s) whose name(s) appear(s) on

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the register of members of our Company at the close of business on December 5, 2012 by way of capitalization of the sum of HK\$7,499,000 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued under this resolution shall rank *pari passu* in all respects with the existing issued Shares. Please refer to “Appendix VI — Written resolutions of all the Shareholders passed on December 5, 2012 and December 10, 2012” to this prospectus for more details.

SHARE OPTION SCHEME

Our Directors (including independent non-executive Directors) and employees are entitled to participate in the Share Option Scheme. The principal terms of the Share Option Scheme are summarized in “Appendix VI — Share Option Scheme” in this prospectus.

GENERAL MANDATE GIVEN TO OUR DIRECTORS TO ISSUE NEW SHARES

Subject to the Global Offering becoming unconditional, a general unconditional mandate has been granted to our Directors to allot, issue and deal with unissued Shares with an aggregate nominal value of not more than the sum of:

- 20% of the aggregate nominal amount of Shares in issue immediately following completion of the Global Offering and the Capitalization Issue (excluding the Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme); and
- the aggregate nominal amount of Shares repurchased by our Company under the authority referred to in the paragraph headed “General mandate given to our Directors to repurchase Shares” in this section.

The aggregate nominal value of our Shares which our Directors are authorized to allot and issue under this mandate will not be reduced by the allotment and issue of Shares under a rights issue, scrip dividend scheme or similar arrangement in accordance with our Articles, or pursuant to the exercise of options which may be granted under the Share Option Scheme or under the Global Offering or the Capitalization Issue or upon the exercise of the Over-allotment Option.

This mandate will expire:

- at the conclusion of our Company’s next annual general meeting; or
- upon the expiration of the period within which our Company is required by any applicable laws or its Articles to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth under the section headed “Further information about our Group — Written resolutions of all the Shareholders passed on December 5, 2012 and December 10, 2012” in Appendix VI to this prospectus.

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GENERAL MANDATE GIVEN TO OUR DIRECTORS TO REPURCHASE SHARES

Subject to the Global Offering becoming unconditional, a general unconditional mandate has been granted to our Directors to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of Global Offering and the Capitalization Issue (excluding the Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are made in accordance with the Hong Kong Listing Rules. Further information required by the Stock Exchange to be included in this prospectus regarding the repurchase of Shares is set out in the section headed “Repurchase by our Company of its own securities” in Appendix VI to this prospectus.

This mandate will expire:

- at the conclusion of our Company’s next annual general meeting; or
- upon the expiration of the period within which our Company is required by any applicable laws or its Articles to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth in the section headed “Further information about our Group — Written resolutions of all the Shareholders passed on December 5, 2012 and December 10, 2012” in Appendix VI to this prospectus.