

SHARE CAPITAL

The authorized share capital of our Company immediately before the Global Offering is US\$1,000,000,000, divided into 25,000,000,000 Shares with a nominal value of US\$0.04 per Share.

Assuming the Over-allotment Option is not exercised, the share capital of our Company immediately after the Global Offering will be as follows:

Number of Shares	Description of Shares and shareholders	Aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital
10,001,171,428.58	Shares in issue at the date of this prospectus	400,046,857.14	85.0%
1,764,913,000	Shares to be issued under the Global Offering	70,596,520.00	15.0%
<u>11,766,084,428.58</u>	Total	<u>470,643,377.14</u>	<u>100%</u>

Assuming the Over-allotment Option is exercised in full, the share capital of our Company immediately after the Global Offering will be as follows:

Number of Shares	Description of Shares and shareholders	Aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital
10,001,171,428.58	Shares in issue at the date of this prospectus	400,046,857.14	83.1%
2,029,649,000	Shares to be issued under the Global Offering	81,185,960.00	16.9%
<u>12,030,820,428.58</u>	Total	<u>481,232,817.14</u>	<u>100%</u>

Public Float Requirements

Rule 8.08(1)(a) and (b) of the Listing Rules require there to be an open market in the securities for which listing is sought and for a sufficient public float of an issuer's listed securities to be maintained. This normally means that (i) at least 25% of the issuer's total issued share capital must at all times be held by the public; and (ii) where an issuer has one class of securities or more apart from the class of securities for which listing is sought, the total securities of the issuer held by the public (on all regulated market(s) including the Stock Exchange) at the time of listing must be at least 25% of the issuer's total issued share capital. However, the class of securities for which listing is sought must not be less than 15% of the issuer's total issued share capital (or a higher percentage after the exercise of the Over-allotment Option) and must have an expected market capitalization at the time of listing of not less than HK\$10 billion. The Company has applied to the Stock Exchange to request the Stock Exchange to exercise, and the Stock Exchange has confirmed that it will exercise, its discretion under Rule 8.08(1)(d) of the Listing Rules to accept a lower public float percentage of 15% (or a higher percentage after the exercise of the Over-allotment Option) for the Company.

We will make appropriate disclosure of our public float and confirm the sufficiency of our public float in successive annual reports after listing.

Assumptions

The above tables assume that the Global Offering becomes unconditional and will be completed in accordance with the relevant terms and conditions. It, however, takes no account of any

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Shares which may be allotted and issued, or repurchased by the Company pursuant to the general mandate to issue new Shares and general mandate to repurchase Shares as described below.

Ranking

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

Save as disclosed in this prospectus, no share or loan capital of our Company or any of its subsidiaries is under any option or is agreed conditionally or unconditionally to be put under any option.

General Mandate to Issue New Shares

A general, unconditional mandate has been granted to our Directors authorizing them to exercise our powers to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued, provided that the aggregate nominal value of the Shares allotted or agreed conditionally or unconditionally to be allotted shall not exceed the sum of:

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

This mandate does not apply to situations where our Directors allot, issue or deal with Shares pursuant to (i) a rights issue, or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by Company or any securities which are convertible into shares of the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company.

This mandate will expire:

- at the conclusion of our next annual general meeting; or
- at the expiration of the period within which our next annual general meeting is required by any applicable law or the Articles of Association to be held; or
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

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Particulars of this general mandate are set forth under “Written resolutions of our sole Shareholder passed on May 8, 2012 and on November 20, 2012” in Appendix VI to this prospectus.

General Mandate to Repurchase Shares

A general unconditional mandate has been granted to our Directors authorizing them to exercise all the powers for and on behalf of our Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange, or on any other approved stock exchange(s) on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, and which are made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set forth under “Repurchase by the Company of its own securities” in Appendix VI to this prospectus.

This mandate will expire:

- at the conclusion of our next annual general meeting; or
- at the expiration of the period within which our next annual general meeting is required by any applicable law or the Articles of Association to be held; or
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Particulars of this general mandate are set forth under “written resolutions of our sole Shareholder passed on May 8, 2012 and on November 20, 2012” in Appendix VI to this prospectus.