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## SHARE CAPITAL

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The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately before and following the completion of the Global Offering and the Capitalization Issue:

*Authorized share capital:*

	HK\$
2,400,000,000 Shares of HK\$0.10 each .....	240,000,000

*Issued and to be issued, fully paid or credited as fully paid:*

	HK\$
1,000,000 Shares in issue as of the date of this prospectus .....	100,000
899,000,000 Shares to be issued pursuant to the Capitalization Issue .....	89,900,000
300,000,000 Shares to be issued pursuant to the Global Offering .....	30,000,000
1,200,000,000 Total .....	120,000,000

### Assumptions

The above table assumes that the Global Offering becomes unconditional and the issue of Shares pursuant to the Global Offering and Capitalization Issue are made. It takes no account of any Shares which may be sold pursuant to the exercise of the Over-allotment Option or Shares which may be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme or any Shares which may be issued or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

### Ranking

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

### General Mandate to Allot and Issue New Shares

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

- (a) 20% of the total nominal amount of the share capital of our Company in issue immediately following the completion of the Global Offering and the Capitalization Issue (excluding Shares which may be sold pursuant to the exercise of the Over-allotment Option or any Shares which may be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme); and
- (b) the total amount of share capital of our Company repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares granted to our Directors referred to below.

Our Directors may, in addition to the Shares which they are authorized to issue under this general mandate, allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement, or on the exercise of any option granted or which may be granted under the Share Option Scheme.

This mandate will expire:

- at the conclusion of our Company's next annual general meeting; or

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- at the expiry of the period within which our Company is required by any applicable laws or its articles of association to hold its next annual general meeting; or
  - when varied or revoked by an ordinary resolution of the Shareholders in general meeting,
- whichever is the earliest.

Further information on this general mandate is set out in the section headed “Statutory and General Information—Further Information About Our Company and our Subsidiaries —Resolutions in Writing of the Shareholders of Our Company Passed on January 18, 2013” in Appendix VI to this prospectus.

### **General Mandate to Repurchase Shares**

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

This mandate only relates to repurchases made on the Stock Exchange or any other stock exchange on which the Shares are listed (and which is recognized 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 section headed “Statutory and General Information—Further Information About Our Company and our Subsidiaries —Repurchase of Our Shares” in Appendix VI to this prospectus.

This mandate will expire:

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

whichever is the earliest.

Further information on this general mandate is set out in the section headed “Statutory and General Information—Further Information About Our Company and our Subsidiaries—Resolutions in Writing of the Shareholders of Our Company Passed on January 18, 2013” in Appendix VI to this prospectus.

### **Share Option Scheme**

On January 18, 2013, we conditionally adopted the Share Option Scheme. Summaries of the principal terms of the Share Option Scheme are set out under the heading “Statutory and General Information—D. Other Information—1. Share Option Scheme” in Appendix VI to this prospectus.