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## SHARE CAPITAL

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The authorised and issued share capital of our Company is as follows:

*HK\$*

*Authorised share capital:*

|                        |                         |                       |
|------------------------|-------------------------|-----------------------|
| <u>100,000,000,000</u> | Shares of HK\$0.10 each | <u>10,000,000,000</u> |
|------------------------|-------------------------|-----------------------|

Assuming the Over-allotment Option is not exercised, the share capital of our Company immediately following completion of the Global Offering and Capitalisation Issue will be as follows:

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

|                      |  |                    |
|----------------------|--|--------------------|
| 1,000,000            | Shares in issue at the date of this prospectus   | 100,000            |
| 1,499,000,000        | Shares to be issued pursuant to the Capitalisation Issue   | 149,900,000        |
| 500,000,000          | Shares to be issued pursuant to the Global Offering (excluding any Shares which may be issued under the Over-allotment Option) ( <i>Note</i> ) | 50,000,000         |
| <u>2,000,000,000</u> | Shares   | <u>200,000,000</u> |

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

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

|                      |   |                    |
|----------------------|---|--------------------|
| 590,000,000          | Shares to be issued pursuant to the Global Offering (inclusive of any Shares which may be issued under the Over-allotment Option) | 59,000,000         |
| <u>2,090,000,000</u> | Shares  | <u>209,000,000</u> |

*Note:* These Shares do not include the 100,000,000 Shares to be sold by the Selling Shareholder pursuant to the Global Offering. The Selling Shareholder shall sell its Sale Shares out of the Shares owned by it as at the date of this prospectus and/or the Shares to be issued to it pursuant to the Capitalisation Issue.

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### Assumptions

This table assumes the Global Offering has become unconditional and the issue of Shares pursuant thereto and Capitalisation Issue is made as described herein. Except otherwise provided, it takes no account of any Shares which may be allotted and issued under the Over-allotment Option or upon the exercise of 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 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 Offer Shares and the Shares that may be issued pursuant to the Over-allotment Option rank *pari passu* with all existing Shares in issue on the date of the allotment and issue of such Shares, and in particular will be entitled to all dividends or other distributions declared, made or paid after the date of this prospectus except for the Capitalisation Issue.

### Share Option Scheme

Our Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out under “Other information – Share Option Scheme” in Appendix V to this prospectus.

### GENERAL MANDATE TO ISSUE SHARES

Our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares 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, excluding the Shares which may be issued pursuant to the Over-allotment Option, immediately following completion of the Global Offering and the Capitalisation Issue; 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.

The aggregate nominal value of the Shares which our Directors are authorised 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 the Articles of Association, or pursuant to the exercise of options which may be granted under the Share Option Scheme or under the Global Offering or the Capitalisation Issue or upon the exercise of the Over-allotment Option.

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## SHARE CAPITAL

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This mandate will expire at the earliest of:

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

For further details of this general mandate, please refer to the section headed "Appendix V – Further Information about our Company – 4. Resolutions in writing of the sole Shareholder passed on 11 January 2013" in this prospectus.

### **GENERAL MANDATE TO REPURCHASE SHARES**

Our Directors have been granted a general unconditional mandate 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 following the completion of the Global Offering and the Capitalisation Issue (excluding Shares which may to be issued pursuant to the exercise of the Over-allotment Option).

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 recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and requirements of the 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 "Appendix V – Further Information about our Company – Repurchase by our Company of our own securities" in this prospectus.

This mandate will expire at the earliest of:

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

For further details of this general mandate are set out in the section headed "Appendix V – Further Information about our Company – Resolutions in writing of the sole Shareholder passed on 11 January 2013" in this prospectus.