
SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of our authorized share capital and our share capital in issue and to be issued as fully paid or credited as fully paid immediately before and after completion of the Global Offering (without taking into account any Shares that may be issued pursuant to the Over-allotment Option and the Share Option Scheme):

	<u>Shares</u>	<u>HK\$⁽¹⁾</u>
Authorized share capital	8,000,000,000	80,000,000
Issued share capital as at the date of this prospectus	940,199,794	9,401,998
Shares to be issued pursuant to the Global Offering	<u>313,400,000</u>	<u>3,134,000</u>
Total	<u>1,253,599,794</u>	<u>12,535,998</u>

(1) The nominal value of our Share is HK\$0.01 each.

The above table assumes that the Global Offering has become unconditional. It takes no account of any Shares which may be allotted and issued pursuant to the Over-allotment Option or the exercise of the options which may be granted under the Share Option Scheme or which may be allotted and issued or repurchased by our Company under the general mandates of any Shares referred to below.

RANKING

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

GENERAL MANDATE TO ISSUE NEW SHARES

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

- (i) 20% of the total nominal amount of Shares in issue immediately following completion of the Global Offering but before the exercise of the Over-allotment Option (excluding any Shares which may be issued upon the exercise of options granted under the Share Option Scheme); and
- (ii) the total nominal amount of Shares repurchased by our Company pursuant to the mandate referred to in the paragraph “General mandate to repurchase Shares” below.

This general mandate will expire:

- (i) at the conclusion of the next general meeting of our Company;
- (ii) at the expiration of the period within which our Company is required by the Articles or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

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Particulars of this general mandate are set out in “Statutory and General Information — Further Information about our Company and our Subsidiaries — 3. Written resolutions of our Shareholders” in Appendix V to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Global Offering becoming unconditional, the Directors have been granted a general mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue immediately following completion of the Global Offering but before the exercise of the Over-allotment Option (excluding any Shares which may be issued upon the exercise of options granted under the Share Option Scheme).

This general mandate only relates to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares are listed (and which are 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 “Statutory and General Information — Further Information about our Company and our subsidiaries” in Appendix V to this prospectus.

This mandate will expire:

- (i) at the conclusion of the next general meeting of our Company;
- (ii) at the expiration of the period within which our Company is required by the Articles or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set out in “Statutory and General Information — Further Information about our Company and our Subsidiaries — 3. Written resolutions of our Shareholders” in Appendix V to this prospectus.

SHARE OPTION SCHEME

On April 25, 2012, we conditionally adopted the Share Option Scheme, which was amended and restated pursuant to a resolution of our Shareholders passed on February 8, 2013. Summaries of each of the principal terms of the Share Option Scheme are set out in “Statutory and General Information — Share Option Scheme” in Appendix V to this prospectus.

INSPECTION OF BOOKS AND RECORDS

The Shareholders will have no general right under the Companies Law to inspect or obtain copies of our register of members or corporate records. They will, however, have the rights set out in our Articles.

TRANSFER OF SHARES

There is no provision in the Companies Law and the Articles which prohibits the transfer of Shares by the Shareholders.