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## SHARE CAPITAL

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### AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of the Company as at the date of this prospectus and immediately after completion of the Global Offering:

#### As at the date of this prospectus

	<u>Number of Shares</u>	<u>US\$</u>
Authorized share capital . . . . .	10,000,000,000 Shares of US\$0.01 each	100,000,000.00
Issued share capital . . . . .	3,422,161,914 Shares of US\$0.01 each	34,221,619.14

#### Immediately after completion of the Global Offering (assuming the Over-Allotment Option is not exercised)

	<u>Number of Shares</u>	<u>US\$</u>
Existing issued share capital . . . . .	3,422,161,914 Shares of US\$0.01 each	34,221,619.14
Total number of New Shares issued as part of the Global Offering . . . . .	1,140,740,000 new Shares of US\$0.01 each	11,407,400.00
Total issued Shares on completion of the Global Offering . . . . .	4,562,901,914 Shares of US\$0.01 each	45,629,019.14

### ASSUMPTIONS

The above table assumes that the Global Offering becomes unconditional and Shares are issued pursuant to the Global Offering. It takes no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which may be granted pursuant to 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 Shares are ordinary shares in the share capital of our Company and rank equally with all Shares currently in issue or to be issued and, in particular, will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

### GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section headed “Structure of the Global Offering”, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities, and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate nominal value of Shares allotted or agreed to be allotted by the Directors other than pursuant to:

- (a) a rights issue;
- (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with our By-laws;
- (c) the exercise of options granted pursuant to the Share Option Scheme; or

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(d) a specific authority granted by the Shareholders in general meeting,

shall not exceed the aggregate of:

- (i) 20% of the total nominal value of the share capital of our Company in issue immediately following the completion of the Global Offering (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and
- (ii) the total nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in the section headed “— General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will expire:

- (1) at the conclusion of our next annual general meeting; or
- (2) at the end of the period within which we are required by any applicable law or our Bye-laws to hold our next annual general meeting; or
- (3) when varied or revoked by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the section headed “Appendix VII — Statutory and General Information — Further information about our Group — Resolutions of our Shareholders on May 27, 2013” in Appendix VII to this prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section headed “Structure of the Global Offering — Conditions of the Hong Kong Public Offering”, our Directors have been granted a general unconditional 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 value of our share capital in issue immediately following the completion of the Global Offering (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option).

This general mandate relates only to repurchases made on the Stock Exchange, or on 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 made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Statutory and General Information — 5. Repurchases of our own securities” in Appendix VII to this prospectus.

This general mandate to repurchase Shares will expire:

- (i) at the conclusion of our next annual general meeting; or
- (ii) at the end of the period within which we are required by any applicable law or our Bye-laws to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the section headed “Appendix VII — Statutory and General Information — Further information about our Group — Resolutions of our Shareholders on May 27, 2013” in Appendix VII to this prospectus.

### Share Option Scheme

We have conditionally approved and adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarized in the section headed “— E. Share Option Scheme” in Appendix VII to this prospectus.