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## SHARE CAPITAL

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The following is a description of the authorised and issued share capital of our Company (a) in issue and (b) to be issued as fully paid or credited as fully paid immediately before and after completion of the Loan Capitalisation, the Capitalisation Issue and the Global Offering without taking into account the Shares that may be issued pursuant to the exercise of the Over-allotment Option:

<b>Authorised share capital</b>	<i>HK\$</i>
<u>2,000,000,000</u> Shares	<u>200,000,000</u>
<b>Issued and to be issued, fully paid or credited as fully paid upon completion of the Global Offering:</b>	
90,000 Shares in issue as at the date of this prospectus	9,000
599,910,000 Shares to be issued under the Capitalisation Issue	59,991,000
<u>200,000,000</u> Shares to be issued under the Global Offering	<u>20,000,000</u>
<u>800,000,000</u> Shares	<u>80,000,000</u>

If the Over-allotment Option is exercised in full, our Company's issued share capital immediately following the Global Offering and the Capitalisation Issue will be as follows:

<b>Authorised share capital</b>	<i>HK\$</i>
<u>2,000,000,000</u> Shares	<u>200,000,000</u>
<b>Issued and to be issued, fully paid or credited as fully paid upon completion of the Global Offering:</b>	
90,000 Shares in issue as at the date of this prospectus	9,000
599,910,000 Shares to be issued under the Capitalisation Issue	59,991,000
200,000,000 Shares to be issued under the Global Offering	20,000,000
<u>30,000,000</u> Shares to be issued upon exercise of the Over-allotment Option in full	<u>3,000,000</u>
<u>830,000,000</u> Shares	<u>83,000,000</u>

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### Assumptions

The above tables assume that the Capitalisation Issue and the Global Offering become unconditional. It takes no account of any Shares which may be allotted and issued upon the exercise of any options that may be granted under the Share Option Scheme; or any Shares which may be allotted and issued or repurchased by our Company pursuant to the Issuing Mandate and the Repurchase Mandate.

### Ranking

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

### ISSUING MANDATE

Our Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of:

- 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering (excluding the Shares which may be issued pursuant to the exercise of the Over-allotment Option); and
- the aggregate nominal value of the share capital of our Company repurchased by our Company, if any, pursuant to the Repurchase Mandate.

Our Directors may, in addition to the Shares which they are authorised to issue under the Issuing Mandate, allot, issue and deal with the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants of our Company, scrip dividends or similar arrangements or the exercise of the options granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

The Issuing Mandate will expire:

- at the conclusion of the next annual general meeting of our Company; or
- upon the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in a general meeting,

whichever is the earliest.

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Further information on the Issuing Mandate is set forth in the section headed “Further Information about our Company and its Subsidiaries—Resolutions in writing of all the Shareholders passed on 29 November 2013” in Appendix IV to this prospectus.

### REPURCHASE MANDATE

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 immediately following completion of the Global Offering (excluding the Shares which may be 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 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 in accordance with the Listing Rules or equivalent rules or regulations of such other stock exchange. A summary of the relevant requirements of the Listing Rules on the Repurchase Mandate is set forth in the section headed “Further Information about our Company and its Subsidiaries—Repurchases of Shares by our Company” in Appendix IV to this prospectus.

The Repurchase Mandate will expire:

- at the conclusion of the next annual general meeting of our Company; or
- upon the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in a general meeting,

whichever is the earliest.

Further information on the Repurchase Mandate is set forth in the section headed “Further Information about our Company and its Subsidiaries—Resolutions in writing of all the Shareholders passed on 29 November 2013” in Appendix IV to this prospectus.

### SHARE OPTION SCHEME

Our Company has conditionally adopted a Share Option Scheme pursuant to which selected participants may be granted options to subscribe for Shares as incentives or rewards for their service rendered to our Group and any entity in which any member of our Group holds any equity interest. Our Directors believe that the implementation of the Share Option Scheme enables our Group to recruit and retain high calibre executives and employees. The principal terms of the Share Option Scheme are summarised under the paragraph headed “Other Information—Share Option Scheme” in Appendix IV to this prospectus.