
SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

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 after completion of the Global Offering (without taking into account the exercise of the Over-allotment Option or Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme):

		<u>HK\$</u>
Authorized share capital:		
3,000,000,000	Shares of HK\$0.01 each	30,000,000
Issued share capital:		
39,000,000	Shares in issue as at the date of the prospectus	390,000
Shares to be issued:		
1,357,665,805 (<i>Note</i>)	Shares to be issued pursuant to the Capitalization Issue	13,576,658.05
103,334,195 (<i>Note</i>)	Shares to be issued to Riverside Holdings A	1,033,341.95
500,000,000	Shares to be issued pursuant to the Global Offering	5,000,000
Total issued and to be issued share capital:		
2,000,000,000	Shares	20,000,000

Note: Assuming the Offer Price is fixed at the mid-point of the Offer Price range and assuming the PBOC Rate on the Price Determination Date is HK\$1 to RMB0.78755.

ASSUMPTIONS

The above table assumes that the Global Offering becomes unconditional and does not take into account (i) the Shares which may be issued pursuant to any exercise of the Over-allotment Option; or (ii) any options which may be granted under the Share Option Scheme; or (iii) the Shares which may be allotted and repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below. If the Over-allotment Option is exercised in full, then 75,000,000 additional Shares will be issued resulting in a total enlarged issued share capital of 2,075,000,000 Shares with a nominal value of HK\$0.01 each.

RANKING

The Offer Shares will rank equally with all our Shares now in issue or to be issued and will qualify for all dividends, income and other distributions and any other rights and benefits attaching or accruing to our Shares after the completion of the Global Offering.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme whereby certain eligible participants (including, without limitation, directors, employees, advisers, consultants, suppliers, customers and agents of our Company or its subsidiaries) may be granted options to subscribe Shares. The principal terms of the Share Option Scheme are summarized in the paragraph headed “Share Option Scheme” in Appendix VII to this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Assuming the Global Offering becomes unconditional, our Directors have been granted a general mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of (1) 20% of the total nominal amount of our share capital in issue immediately following the completion of Global

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Offering and the Capitalization Issue (but taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any Shares that may be issued pursuant to the exercise of the options under the Share Option Scheme); and (2) the aggregate nominal value of our share capital repurchased by us pursuant to the mandate as mentioned in “—General Mandate to Repurchase Shares” below.

The general mandate is in addition to the powers of our Directors to allot, issue or deal with Shares under any rights issue, scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend in accordance with our Memorandum and Articles of Association, or pursuant to the exercise of any subscription rights attached to any warrants which may be issued by us from time to time, or upon the exercise of the Over-allotment Option or options granted under the Share Option Scheme. The general mandate does not include any Shares to be issued pursuant to the exercise of the Over-allotment Option or the options granted under the Share Option Scheme.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section entitled “Structure of the Global Offering—Conditions of the Hong Kong Public Offer,” our Directors have been granted a general mandate to exercise all our powers to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the completion of the Global Offering and the Capitalization Issue (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option or any Shares that may be issued pursuant to the exercise of the options 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 is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in “7. Repurchase of our Shares” in Appendix VII to this prospectus.

This general mandate to repurchase Shares will remain in effect until:

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

whichever occurs first.