

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The authorized share capital of our Company immediately before the Global Offering is HK\$1,000,000,000, divided into 10,000,000,000 Shares with a nominal value of HK\$0.10 per Share.

Assuming the Over-allotment Option is not exercised at all, the share capital of our Company immediately after the Global Offering will be as follows:

<u>Number of Shares</u>	<u>Description of Shares and Shareholders</u>	<u>Aggregate nominal value of Shares</u> (HK\$)	<u>Approximate percentage of issued share capital</u>
100,000	Shares in issue immediately before the Global Offering	10,000	0.0025%
2,999,900,000	Shares to be issued pursuant to the Capitalization Issue	299,990,000	74.9975%
1,000,000,000	Shares to be issued pursuant to the Global Offering (assuming the Over-allotment Option is not exercised at all)	100,000,000	25%
<u>4,000,000,000</u>	<u>Total</u>	<u>400,000,000</u>	<u>100%</u>

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

<u>Number of Shares</u>	<u>Description of Shares and Shareholders</u>	<u>Aggregate nominal value of Shares</u> (HK\$)	<u>Approximate percentage of issued share capital</u>
100,000	Shares in issue immediately before the Global Offering	10,000	0.0024%
2,999,900,000	Shares to be issued pursuant to the Capitalization Issue	299,990,000	72.2868%
1,150,000,000	Shares to be issued pursuant to the Global Offering (assuming the Over-allotment Option is exercised in full)	115,000,000	27.7108%
<u>4,150,000,000</u>	<u>Total</u>	<u>415,000,000</u>	<u>100%</u>

SHARE CAPITAL

RANKING

The Offer Shares and the Shares which may be issued pursuant to the exercise of the Over-allotment Option shall 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 any entitlement to the Capitalization Issue.

CAPITALIZATION ISSUE

Pursuant to the written resolutions of all our Shareholders passed on March 12, 2014, conditional upon the share premium account of our Company being credited as a result of the issue of Offer Shares pursuant to the Global Offering, our Directors were authorized to allot and issue a total of 2,999,900,000 Shares credited as fully paid at par to the Shareholders whose names appear on the register of members of our Company at 8 a.m. on the Listing Date in proportion to their respective shareholdings by way of capitalization of the sum of HK\$299,990,000 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to the Capitalization Issue shall rank *pari passu* in all respects with the existing issued Shares.

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the subsection headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in this prospectus, our Directors have been granted a general unconditional mandate to issue, allot 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 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 Capitalization Issue and 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 below.

The total nominal value of the Shares which our Directors are authorized to allot and issue under this mandate will not be reduced by the allotment and issue of Shares 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 Articles;

SHARE CAPITAL

- (c) any specific authority granted by the Shareholders in general meeting; or
- (d) any arrangement which may be regulated under Chapter 17 of the Hong Kong Listing Rules.

This general mandate to issue Shares will expire at the earliest of:

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

For further details of this general mandate, see the subsection headed “Statutory and General Information – A. Further Information about Our Company and Our Subsidiaries – 3. Resolutions in writing of all our Shareholders passed on March 12, 2014” in Appendix VII to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the subsection headed “Structure of the Global Offering – Conditions of the Hong Kong Public Offering” in this prospectus, 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 Capitalization Issue and 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 Hong Kong Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose), and made in accordance with the Hong Kong Listing Rules and all applicable laws. A summary of the relevant requirements under the Hong Kong Listing Rules is set out in the subsection headed “Statutory and General Information – A. Further Information about Our Company and Our Subsidiaries – Repurchase of Shares by our Company” in Appendix VII to this prospectus.

This general mandate to repurchase Shares will expire at the earliest of:

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

For further details of this general mandate, see the subsection headed “Statutory and General Information – A. Further Information about Our Company and Our Subsidiaries – 3. Resolutions in writing of all our Shareholders passed on March 12, 2014” in Appendix VII to this prospectus.