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## SHARE CAPITAL

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### AUTHORISED AND ISSUED SHARE CAPITAL

The following table is prepared on the basis that the Global Offering becomes unconditional.

<i>Authorised share capital:</i>	<i>HK\$</i>
50,000,000,000 Shares	500,000,000

*Issued and to be issued, fully paid or credited as fully paid, upon completing of the Global Offering (assuming that the Over-allotment Option is not exercised):*

1,170,000	Shares in issue as at the date of this prospectus .....	11,700
748,830,000	Shares to be issued pursuant to the Capitalisation Issue .....	7,488,300
250,000,000	Shares to be issued pursuant to the Global Offering .....	2,500,000
<u>1,000,000,000</u>	<b>Total</b> .....	<u>10,000,000</u>

*Shares in issue or to be issued, paid-up or credited as fully paid upon completion of the Global Offering (assuming that the Over-allotment Option is exercised in full):*

1,170,000	Shares in issue as at the date of this prospectus .....	11,700
748,830,000	Shares to be issued pursuant to the Capitalisation Issue .....	7,488,300
287,500,000	Shares to be issued pursuant to the Global Offering .....	2,875,000
<u>1,037,500,000</u>	<b>Total</b> .....	<u>10,375,000</u>

### Assumptions

The above tables assume that the Global Offering has become unconditional and our Shares are issued pursuant thereto. It does not take into account of any Shares (i) which may be allotted and issued upon the exercise of any options which were granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme; or (ii) which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below or otherwise.

### Ranking

The Shares that may be issued pursuant to the Over-allotment Option or upon the exercise of options which were granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme will rank *pari passu* in all respects with all Shares in issue and/or to be issued and will qualify for all dividends or other distributions declared, paid or made on our Shares after the date of this prospectus except for the Capitalisation Issue.

### PRE-IPO SHARE OPTION SCHEME AND SHARE OPTION SCHEME

Our Directors (including independent non-executive Directors) and employees are entitled to participate in the Pre-IPO Share Option Scheme and the Share Option Scheme. The principal terms of the Pre-IPO Share Option Scheme and the Share Option Scheme are summarised under the section headed “Statutory and General Information — D. Pre-IPO Share Option Scheme and Share Option Scheme” in Appendix V to this prospectus.

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### GENERAL MANDATE GIVEN TO OUR DIRECTORS TO ISSUE NEW SHARES

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

- 20% of the aggregate nominal amount of Shares in issue immediately following completion of the Global Offering and the Capitalisation Issue (assuming the Over-allotment Option is not exercised and taking no account of the options which were granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme); and
- the aggregate nominal amount of Shares repurchased by our Company under the authority referred to in the paragraph headed “— General mandate given to our Directors to repurchase Shares” in this section.

The aggregate nominal value of our Shares which our Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of Shares under a rights issue, scrip dividend scheme or similar arrangement in accordance with our Articles, or pursuant to the exercise of options which were granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme or under the Global Offering or the Capitalisation Issue or upon the exercise of the Over-allotment Option.

This mandate will expire:

- at the conclusion of our Company’s next annual general meeting; or
- upon the expiration of the period within which our Company is required by any applicable laws or its Articles to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth under the section headed “Statutory and General Information — A. Further information about our Company and our Subsidiaries — 3. Resolutions in writing of all Shareholders passed on 8 May 2014” in Appendix V to this prospectus.

### GENERAL MANDATE GIVEN TO OUR DIRECTORS TO REPURCHASE SHARES

Subject to the Global Offering becoming unconditional, a general unconditional mandate has been granted to our Directors 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 Share Offer and the Capitalisation Issue (assuming the Over-allotment Option is not exercised and taking no account of the options which were granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (and which are recognised by the SFC and the Stock

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## SHARE CAPITAL

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Exchange for this purpose), and which are made in accordance with the Listing Rules. Further information required by the Stock Exchange to be included in this prospectus regarding the repurchase of Shares is set out in the section headed “Statutory and General Information — A. Further information about our Company and our Subsidiaries — 7. Repurchase by our Company of its own securities” in Appendix V to this prospectus.

This mandate will expire:

- at the conclusion of our Company’s next annual general meeting; or
- upon the expiration of the period within which our Company is required by any applicable laws or its Articles to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth in the section headed “Statutory and General Information — A. Further information about our Company and our Subsidiaries — 3. Resolutions in writing of all Shareholders passed on 8 May 2014” in Appendix V to this prospectus.

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED**

Our Company has only one class of shares, namely ordinary shares, each of which ranks *pari passu* with the other shares.

Pursuant to the Cayman Islands Companies Law and the terms of the Memorandum and the Articles, our Company may from time to time by ordinary resolution of shareholders (i) increase its capital; (ii) consolidate and divide its capital into Shares of larger amount; (iii) divide its Shares into several classes; (iv) subdivide its Shares into Shares of smaller amount; and (v) cancel any Shares which have not been taken. In addition, our Company may, subject to the provisions of and any confirmation or consent required by the Cayman Islands Companies Law, reduce its share capital, any capital redemption reserve or other undistributable reserve in any manner permitted by law by its shareholders passing a special resolution. For further details, please refer to the section headed “Summary of the Constitution of our Company and Cayman Islands Companies Law — Articles of Association — Alteration of capital” in Appendix IV to this prospectus.

Pursuant to the Cayman Islands Companies Law and the terms of the Memorandum and the Articles, all or any of the special rights attached to our Shares or any class of our Shares may, unless otherwise provided by the terms of issue of the shares of that class, be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of our Shares of that class. For further details, please refer to the sections headed “Summary of the Constitution of our Company and Cayman Islands Companies Law — Articles of Association — Variation of rights of existing shares or classes of shares” in Appendix IV to this prospectus.