

## SHARE CAPITAL

*Authorised share capital:*

*HK\$*

<u>1,000,000,000</u>	Shares	<u>10,000,000</u>
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*Issued and to be issued, fully paid or credited as fully paid:*

60,000,000	Shares in issue	600,000
84,000,000	Shares to be issued under the Capitalisation Issue	840,000
<u>36,000,000</u>	<u>Shares to be issued under the New Issue</u>	<u>360,000</u>
<u>180,000,000</u>	<u>Shares</u>	<u>1,800,000</u>

*Notes:*

**1. Assumptions**

The above table assumes that the Share Offer and the Capitalisation Issue become unconditional. It does not take into account any Shares which may be allotted and issued pursuant to the exercise of Over-allotment Option and options that may be granted under the Share Option Scheme, or under the general mandates for the allotment and issue or repurchase of Shares by the Company granted to the Directors as described below, or otherwise.

**2. Ranking**

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

**3. Share Option Scheme**

The Company has conditionally adopted the Share Option Scheme, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus.

The maximum number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the Shares in issue from time to time. For further details, please refer to paragraph 4(d) of the paragraph headed “Share Option Scheme” in Appendix V to this prospectus.

**4. General mandate to issue new Shares**

Subject to the Share Offer becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares with a total nominal value of not more than the aggregate of 20% of the total nominal amount of the Shares in issue and to be issued (as set out in the above table, and including Shares which may be issued pursuant to the Over-allotment Option) and the total amount of the Shares repurchased by the Company under the general mandate to repurchase Shares (if any) or otherwise.

This mandate does not apply to the situations where the Directors allot, issue or deal with the Shares under a rights issue, scrip dividend scheme or similar arrangement or on the exercise of options granted under the Share Option Scheme.

This mandate will expire:

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

whichever is the earliest.

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For further details of this general mandate, please see the paragraph headed “Written resolutions of the sole Shareholder passed on 18th March, 2002” in the section headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.

### **5. General mandate to repurchase Shares**

If the Share Offer becomes unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase the Shares with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue and to be issued (as set out in the above table, and including Shares which may be issued pursuant to 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 Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules and all applicable laws. A summary of the relevant Listing Rules is set out in the paragraph headed “Repurchase by the Company of its own securities” in the section headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.

This mandate will expire:

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

whichever is the earliest.