

SHARE CAPITAL

Authorised share capital: \$

	<u>10,000,000,000</u> Shares	<u>100,000,000</u>
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Issued Shares:

	20,000,000 Shares in issue	200,000
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Shares to be issued:

	184,000,000 Shares to be issued under the Capitalisation Issue	1,840,000
	<u>36,000,000</u> New Shares	<u>360,000</u>

Total:

	<u>240,000,000</u> Shares	<u>2,400,000</u>
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Notes:

Assumptions

The above table assumes that the Offer and the Capitalisation Issue have become unconditional and issue of Shares is made pursuant thereto.

It takes no account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option and options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandates for the allotment and issue and repurchase of Shares given to the Directors as described in the paragraphs headed “General mandate to issue Shares” and “General mandate to repurchase Shares” below.

Ranking

The New Shares to be issued under the Offer will rank *pari passu* in all respects with all other Shares now in issue, and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus save for entitlements to the Capitalisation Issue.

Share Option Scheme

The Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the section headed “Share Option Scheme” in Appendix 6 to this prospectus.

General mandate to issue Shares

The Directors have been granted a general unconditional mandate to allot, issue and deal in Shares with a total nominal value of not more than the sum of:

1. 20% of the total nominal amount of the Shares in issue immediately following completion of the Offer and Capitalisation Issue (as set out in the above table); and
2. the total nominal amount of Shares repurchased by the Company (if any) under the mandate as mentioned in the paragraph headed “General mandate to repurchase Shares” below.

This general mandate is in addition to the power of the Directors to allot, issue or deal with Shares under the rights issue, scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend in accordance with the articles of association of the Company, 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

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- at the end of the period within which the Company is required by any applicable laws or its articles of association to hold its next annual general meeting; or
 - when varied or revoked by an ordinary resolution of the Company's shareholders in general meeting,
- whichever is the earliest.

For further details of this general mandate, see the paragraph headed "Resolutions of the sole shareholder of the Company passed on 22nd October, 2002" in Appendix 6 to this prospectus.

General mandate to repurchase Shares

The Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue immediately following the completion of the Offer and the Capitalisation Issue (as set out in the above table).

This mandate only relates to purchases 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. 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 6 to this prospectus.

This mandate will expire:

- at the conclusion of the Company's next annual general meeting; or
- at the end of the period within which the Company is required by any applicable laws or its articles of association to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Company's shareholders in general meeting,

whichever is the earliest.