
SHARE CAPITAL

Authorised share capital:

	<u>US\$</u>
3,600,000,000 shares of US\$0.10 each	360,000,000
Issued shares:	
795,016,897 fully paid shares in issue as at the date of this prospectus ¹ ...	79,501,689
Shares to be issued:	
221,993,712 fully paid Shares to be issued pursuant to the Reorganisation	22,199,371
250,000,000 fully paid Shares to be issued pursuant to the Global Offering ²	25,000,000
Total:	
1,267,010,609 Shares	126,701,060

Notes:

- (1) These shares comprise 353,341,285 Class A shares of US\$0.10 each, 424,008,747 Class B shares of US\$0.10 each and 17,666,865 Class C shares of US\$0.10 each, which will be converted into equal numbers of fully paid Shares upon completion of the Reorganisation as described in paragraph A3 of Appendix VI to this prospectus.
- (2) This number of Shares is based on the number of Shares that will be offered pursuant to the Global Offering.

Assumption

The above table assumes that the Global Offering becomes unconditional and does not take into account the Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme or which may be issued or repurchased pursuant to the General Mandate or the Repurchase Mandate, as the case may be.

Ranking

The Offer Shares are ordinary shares in the share capital of the Company and rank equally with all Shares currently in issue or to be issued. In particular, they will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

General Mandate to Issue Shares

Subject to the conditions as stated in the section entitled “Structure and Conditions of the Global Offering — Conditions of the Public Offering,” the Directors have been granted a general unconditional mandate to allot, issue and deal with Shares (otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue or the exercise of any subscription rights under the Share Option Scheme or scrip dividend scheme or similar arrangements, any adjustment of rights to subscribe for Shares under options and warrants or a specific authority granted by our shareholders) with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Global Offering; and
- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any).

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

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required by any applicable law or the Bye-laws to be held; or
- (iii) it is 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, please refer to the section entitled "Further Information about our Company — Resolutions in writing of the Shareholders of the Company" passed on 10 June 2004 in Appendix VI to this prospectus.

General Mandate to Repurchase Shares

Subject to the conditions as stated in the section entitled "Structure and Conditions of the Global Offering — Conditions of the Public Offering", the Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares (which may be listed on the Stock Exchange or on any other stock exchange and Shares which are recognised by the SFC and the Stock Exchange for this purpose) with a total nominal value of not more than 10% of the aggregate nominal value of the Company's share capital in issue immediately following the completion of the Global Offering.

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 SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Stock Exchange Listing Rules. A summary of the relevant Stock Exchange Listing Rules is set out in the section entitled "Repurchase of our Shares" in Appendix VI to this prospectus. The general mandate to repurchase Shares will remain in effect until:

- (i) the conclusion of the Company's next annual general meeting;
- (ii) the expiration of the period within which the Company's next annual general meeting is required by any applicable law or the Bye-laws to be held; and
- (iii) it is varied or revoked by an ordinary resolution of the Company's shareholders in general meeting,

whichever is the earliest.