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## SHARE CAPITAL

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The following is a description of the authorized share capital of our Company, issued or to be issued, as fully paid or credited as fully paid, immediately before and after completion of the Global Offering (without taking into account the exercise of the Over-allotment Option).

	<u>HK\$</u>
<b>Authorized share capital:</b>	
10,000,000,000 Shares at HK\$0.10 each . . . . .	1,000,000,000
<b>Issued share capital:</b>	
2,500,000,000 Shares issued as of the date of this Prospectus . . . . .	250,000,000
<b>Shares to be issued:</b> <sup>Notes</sup>	
833,360,000 Shares to be issued pursuant to the Global Offering . . . . .	83,333,600
<b>Total issued and to be issued share capital:</b>	
3,333,360,000 Shares . . . . .	333,333,600

Notes:

1. Under the Pre-IPO Share Option Scheme of the Company, the grantees are entitled to subscribe for an aggregate of 60,000,000 Shares (representing approximately 1.8% of the issued share capital of the Company immediately after completion of the Global Offering, assuming that the Over-allotment Option is not exercised). Please refer to the sub-section entitled “Pre-IPO Share Option Scheme” in Appendix VII to this Prospectus for details.
2. Under the Share Option Scheme of the Company, the grantees may be granted options which entitle them to subscribe for Shares, when aggregated with options granted under the Share Option Scheme and any other share option schemes of the Company, which are equivalent to 333,336,000 Shares (representing an amount not exceeding 10% of the issued share capital of the Company immediately after completion of the Global Offering, assuming that the Over-allotment Option is not exercised). Please refer to the sub-section entitled “Share Option Scheme” in Appendix VII to this Prospectus for details.

### Assumptions

The above table assumes that the Global Offering becomes unconditional; the table does not take into account Shares which may be issued pursuant to any exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, then 125,000,000 additional Shares will be issued, resulting in a total issued share capital of 3,458,360,000 Shares, with a nominal value of HK\$0.10 per share.

### Ranking

The Shares are ordinary shares of the share capital of the Company, rank equally with all Shares currently issued or to be issued and, in particular, Shareholders of the Shares will be fully entitled to all dividends or other distributions declared, made or paid on the Shares, on a record date which falls after the date of this Prospectus.

### General Mandate to Issue Shares

Subject to the conditions described in “Structure of the Global Offering — Conditions of the Hong Kong Public Offering,” of this Prospectus, the Directors have been granted a general unconditional mandate to allot, issue and deal with Shares, and to make or grant offers, agreements or options, subject to the requirement that the aggregate nominal value of the Shares so allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders), shall not exceed:

- (a) 20% of the aggregate nominal value of the share capital of the Company issued immediately following the completion of the Global Offering, excluding any Shares which may be issued upon the exercise of Over-allotment Option; and

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- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any).

This general mandate to issue Shares will remain in effect until the earliest of the following:

- (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 Articles of Association to be held; or
- (iii) this mandate is varied or revoked by an ordinary resolution of the Company's shareholders at a general meeting.

For further details of this general mandate, please refer to Appendix VI, “Summary of the Constitution of Our Company and Cayman Islands Company Law” to this Prospectus.

### **General Mandate to Repurchase Shares**

Subject to the conditions described in “Structure of the Global Offering — Conditions of the Hong Kong Public Offering,” of this Prospectus, the Directors have been granted a general unconditional mandate to exercise all powers to repurchase Shares, with a total nominal value of not more than 10% of the aggregate nominal value of the Company's share capital issued immediately following the completion of the Global Offering, excluding any Shares which may be issued upon the exercise of 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 recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the sub-section entitled “A. Further Information about our Group — Repurchases of our own securities,” in Appendix VII to this Prospectus.

The general mandate to repurchase Shares will remain in effect until the earliest of the following:

- (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 Articles of Association to be held; or
- (iii) this mandate is varied or revoked by ordinary resolution of the Company's shareholders at a general meeting.

For further details of this general mandate, please refer to Appendix VI, “Summary of the Constitution of Our Company and Cayman Islands Company Law” to this Prospectus.

### **Pre-IPO Share Option Scheme and Share Option Scheme**

We have conditionally adopted a Pre-IPO Share Option Scheme and a Share Option Scheme. The principal terms of the Pre-IPO Share Option Scheme and the Share Option Scheme are summarized in the sub-sections entitled “Pre-IPO Share Option Scheme” and “Share Option Scheme” in Appendix VII to this Prospectus.