

SHARE CAPITAL

The authorized and issued share capital of our Company is as follows:

Our share capital immediately following the Global Offering and the Capitalization Issue will be as follows:

Authorised share capital:	<i>HK\$</i>
<u>8,000,000,000</u> Shares	<u>800,000,000</u>

Shares issued or to be issued, fully paid or credited as fully paid upon completion of the Capitalization Issue and the Global Offering:

100,000	Shares in issue as at the date of this prospectus	10,000
3,644,900,000 (Note 1)	Shares to be issued pursuant to the Capitalization Issue	364,490,000
<u>1,215,000,000</u>	Shares to be issued pursuant to the Global Offering	<u>121,500,000</u>
	Total in full (assuming the Over-allotment Option is not exercised)	486,000,000
4,860,000,000 182,250,000	Shares to be issued by the Company pursuant to the exercise (in full) of the Over-allotment Option (Note 2)	18,225,000
<u>5,042,250,000</u>	Total (assuming the Over-allotment Option is exercised is full)	<u>504,225,000</u>

Notes:

- (1) A total of 243,000,000 Shares issued to Fantasia (Cayman) and Wellluck pursuant to the Capitalization Issue will be offered for sale by the Selling Shareholders under the International Offer.
- (2) Pursuant to the Over-allotment Option, the Joint Global Coordinators may exercise at any time from the date of commencement of trading of the Shares on the Stock Exchange until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to issue up to 182,250,000 Shares and the Selling Shareholders to offer up to 36,450,000 Shares; representing in aggregate 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, among other things, to cover over-allocations in the International Offer, if any.

According to Rule 8.08 of the Listing Rules, at the time of the listing and at all times thereafter, we must maintain the “minimum prescribed percentage” of 25% of our issued share capital in the hands of the public.

Assumption

The above table assumes that the Global Offering and the Capitalization Issue become unconditional and issue of Shares is made pursuant thereto.

It does not take into account any Shares which may be allotted and issued pursuant to Over-allotment Options or the exercise of the options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandate given to the Directors to allot and issue or repurchase Shares referred to in the paragraph entitled “General Mandate to Issue Shares” or the paragraph entitled “General Mandate to Repurchase Shares” below, as the case may be.

Ranking

The Offer Shares and the Shares that may be issued pursuant to the Over-allotment Option rank pari passu with all existing Shares in issue on the date of the allotment and issue of such shares, and in particular will be entitled to all dividends or other distributions declared, made or paid after the date of this prospectus.

The Share Option Scheme

We have adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarized in the section entitled “Share Option Scheme” in Appendix VIII to this prospectus.

General Mandate to Issue Shares

Assuming the Global Offering becomes unconditional, the Directors have been granted a general mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering and the Capitalization Issue (excluding the Shares which may be issued under the Over-allotment Option Shares which may be allotted); and
- (b) the aggregate nominal value of share capital of our Company repurchased by our Company (if any).

Such mandate will expire:

- at the conclusion of the next annual general meeting of our Company;
- at the end of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands; and
- when revoked or varied by ordinary resolution of the Shareholders at a general meeting of our Company;

whichever occurs first.

For further details of this general mandate, please refer to the paragraph entitled “Resolutions of our Shareholders” in Appendix VIII to this prospectus.

General Mandate to Repurchase Shares

Assuming the Global Offering becomes unconditional, the Directors have been granted a general mandate 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 following the completion of the Global Offering and the Capitalization Issue (excluding the Shares which may be issued under the Over-allotment Option Shares).

This mandate only relates to repurchase made on the Stock Exchange or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose) and which are in accordance with all applicable laws and regulations. Such mandate will expire:

- at the conclusion of the next annual general meeting of our Company;
- at the end of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association, or applicable laws of the Cayman Islands; and
- when revoked or varied by ordinary resolution of the Shareholders at a general meeting of our Company.

For further details of this general mandate, please refer to the paragraph entitled “Written Resolutions of our Shareholders” in Appendix VIII to this prospectus.