

SHARE CAPITAL

The authorized share capital of our Company immediately before the Global Offering is HK\$1,000,000,000, divided into 1,000,000,000 Shares with a nominal value of HK\$1.00 per Share.

Assuming the Over-allotment Option is not exercised, the share capital of our Company immediately after the Global Offering will be as follows:

<u>Number of Shares</u>	<u>Description of Shares</u>	<u>Aggregate nominal value of Shares (HK\$)</u>	<u>Approximate percentage of issued share capital</u>
441,943,715	Shares in issue at the date of this prospectus	441,943,715	67.0%
113,856,285*	Shares to be issued pursuant to the Capitalization Issue	113,856,285	17.3%
87,700,000	Shares to be issued under the International Offering	87,700,000	13.2%
16,500,000	Shares to be issued under the Hong Kong Public Offering	16,500,000	2.5%
<u>660,000,000</u>	Total	<u>660,000,000</u>	<u>100%</u>

* 60,800,000 Shares of which will be the Sale Shares to be issued to the Selling Shareholder pursuant to the Capitalization Issue, all of which will be offered for sale by the Selling Shareholder under the International Offering.

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

ASSUMPTIONS

The above tables assume that the Global Offering and the Capitalization Issue becomes unconditional and will be completed in accordance with the relevant terms and conditions. It, however, takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme, and any Shares which may be allotted and issued, or repurchased by our Company pursuant to the general mandate to issue new Shares and general mandate to repurchase Shares as described below.

RANKING

The Offer Shares will rank *pari passu* in all respects with all Shares now in issue or to be issued as mentioned herein, and will rank in full for all dividends or other distributions declared, made or paid on the Shares after the date of this prospectus save with respect to entitlement to the Capitalization Issue.

Save as disclosed in this prospectus, no share or loan capital of our Company or any of our subsidiaries is under any option or is agreed conditionally or unconditionally to be put under any option.

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GENERAL MANDATE TO ISSUE NEW SHARES

A general unconditional mandate has been granted to our Directors authorizing them to exercise our powers to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued, provided that the aggregate nominal value of the Shares allotted or agreed conditionally or unconditionally to be allotted shall not exceed 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 (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and under the Share Option Scheme).

This mandate does not apply to situations where our Directors allot, issue or deal with the Shares under any rights issue, scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of a dividend on Shares in accordance with the Articles of Association or pursuant to the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares or in issue prior to the date the mandate was granted, or pursuant to the exercise of any options to be granted under the Share Option Scheme or pursuant to the Global Offering or the Capitalization Issue or pursuant to a specific authority granted by our shareholders in general meeting, on behalf of our Company.

This mandate will expire:

- at the conclusion of our next annual general meeting; or
- at the expiration of the period within which our next annual general meeting is required by any applicable law or the Articles of Association to be held; or
- the passing of an ordinary resolution by our shareholders in a general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Particulars of this general mandate are set forth under “Written resolutions of our sole shareholder passed on 30 January 2009” in Appendix VII to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

A general unconditional mandate has been granted to our Directors authorizing them to exercise all the powers for and on behalf of our Company to repurchase Shares with an aggregate nominal value not exceeding 10% 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 (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other approved stock exchange(s) on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, and which are made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set forth under “Repurchase by our Company of our Shares” in Appendix VII to this prospectus.

This mandate will expire:

- at the conclusion of our next annual general meeting; or

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- at the expiration of the period within which our next annual general meeting is required by any applicable law or the Articles of Association to be held; or
- the passing of an ordinary resolution by our shareholders in a general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Particulars of this general mandate are set forth under “Written resolutions of our sole shareholder passed on 30 January 2009” in Appendix VII to this prospectus.