
SHARE CAPITAL

Ranking

The Shares will rank equally in all respects with all Shares in issue or to be issued as set out in the above table, and will qualify for all dividends or other distributions declared, made or paid after the date of this document except in respect of the [●].

Share Option Scheme

We conditionally approved the Post-IPO Share Option Scheme on 22 May 2009. Pursuant to the Post-IPO Share Option Scheme, eligible participants of the scheme (including our Directors and directors of other members of the Group, full-time and part-time employees, officers, advisors, and consultants of the Group) may be granted options which entitle them to subscribe for Shares representing (when aggregated with options granted under any other scheme) not more than 10% of the aggregate number of Shares in issue immediately following the completion of the [●] and [●] (on the basis that all of the Listco Warrants are settled for cash and without taking into account any Shares that may be issued upon the exercise of the [●]), representing Shares.

Additional information regarding the Share Option Scheme is set forth in Appendix VII to this document.

General mandate to issue Shares

If [●] becomes unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with (otherwise than pursuant to a rights issue, or an issue of Shares upon the exercise of the subscription rights attaching to any warrants which may be issued by us from time to time or any scrip dividend scheme or similar arrangement 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 rights attaching to the options granted under [●] any option schemes or similar arrangements or pursuant to [●], the [●] or the Listco Warrants) Shares with an aggregate nominal value of not more than the sum of:

- (i) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the [●] and the [●] (such share capital shall include Shares issued upon the exercise of the Listco Warrants but exclude the Shares which may be issued pursuant to the [●]); and
- (ii) the aggregate nominal value of our share capital repurchased by us (if any) under the general mandate to repurchase Shares referred to below.

This mandate will expire at the earliest of:

- (i) the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which we are required by law or the Articles of Association to hold our next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of our shareholders in a general meeting.

For further details of this general mandate, see the paragraph headed “Resolutions in writing of the sole shareholder of our Company passed on 22 May 2009” in “Appendix VII — Statutory and General Information” of this document.

SHARE CAPITAL

General mandate to repurchase Shares

If the [●] becomes unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal amount of our share capital in issue or to be issued immediately following completion of [●] and the [●] (such share capital shall include Shares issued upon the exercise of the Listco Warrants but exclude the Shares which may be issued pursuant to [●]).

This mandate only relates to repurchases made on [●], or any other approved stock exchange(s) on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and/or requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Repurchase by the Company of Shares” in Appendix VII to this document.

This mandate will expire at the earliest of:

- (i) the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which we are required by law or Articles of Association to hold its next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of our shareholders in a general meeting.