

## SHARE CAPITAL

Assuming the Over-allotment Option is not exercised at all, and without taking into account any Shares which may be issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme or options that may be granted under the Share Option Scheme, our issued share capital immediately following the Global Offering will be as follows:

	HK\$
<b>Authorised share capital:</b>	
10,000,000,000 . . . . . Shares	<u><u>1,000,000,000</u></u>

**Issued and to be issued, full paid or credited as fully paid upon completion of the Global Offering:**

	HK\$	Approximate percentage of issued share capital
<i>(Shares)</i>		<i>(%)</i>
10,000 . . . . . Shares in issue as of the date of this prospectus	1,000	0.0005
1,499,990,000 . . . . . Shares to be issued under the Capitalisation Issue	149,999,000	74.9995
<u>500,000,000</u> . . . . . Shares to be issued under the Global Offering	<u>50,000,000</u>	<u>25.0000</u>
<u>2,000,000,000</u> . . . . . Total	<u><u>200,000,000</u></u>	<u><u>100.0000</u></u>

Assuming the Over-allotment Option is exercised in full, and without taking into account any Shares which may be issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme or options that may be granted under the Share Option Scheme, our issued share capital immediately following the Global Offering will be as follows:

	HK\$
<b>Authorised share capital:</b>	
10,000,000,000 . . . . . Shares	<u><u>1,000,000,000</u></u>

**Issued and to be issued, full paid or credited as fully paid upon completion of the Global Offering:**

	HK\$	Approximate percentage of issued share capital
<i>(Shares)</i>		<i>(%)</i>
10,000 . . . . . Shares in issue as of the date of this prospectus	1,000	0.0005
1,499,990,000 . . . . . Shares to be issued under the Capitalisation Issue	149,999,000	72.2887
500,000,000 . . . . . Shares to be issued under the Global Offering	50,000,000	24.0964
<u>75,000,000</u> . . . . . Shares to be issued upon exercise of the over-allotment option in full	<u>7,500,000</u>	<u>3.6144</u>
<u>2,075,000,000</u> . . . . . Total	<u><u>207,500,000</u></u>	<u><u>100.0000</u></u>

### Ranking

The Offer Shares are ordinary shares in the share capital of our Company and 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 and rank in full for all dividends or other distributions declared, made or paid after the date of this prospectus.

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

We have conditionally approved and adopted the Pre-IPO Share Option Scheme and the Share Option Scheme on 10 June 2009, the principal terms of which are summarised in the sections headed “Pre-IPO Share Option Scheme” and “Share Option Scheme” in Appendix VI to this prospectus.

Pursuant to the Pre-IPO Share Option Scheme, eligible participants of the scheme (including our Directors and directors of members of our Group, full-time and part-time employees, advisers, consultants and business partners of our Group) may be granted options which entitle them to subscribe for Shares representing (when aggregated with options granted under any other scheme) a maximum of 10% of the issued share capital of our Company as of the Listing Date excluding the number of Shares which may fall to be issued upon the exercise of Over-allotment Option. As of the Latest Practicable Date, we have granted options to subscribe for 20,380,000 Shares pursuant to the Pre-IPO Share Option Scheme. No options under the Pre-IPO Share Option Scheme were granted to any of our Connected Persons. We will not grant any further options under the Pre-IPO Share Option Scheme upon the Listing.

Pursuant to the Share Option Scheme, eligible participants of the scheme (including our Directors and directors of other members of our Group, full-time and part-time employees, advisers, consultants and business partners of our Group) may be granted options which entitle them to subscribe for Shares representing (when aggregated with options granted under any other scheme) a maximum of 10% of the issued share capital of our Company as of the Listing Date. No options have been granted under the Share Option Scheme as of the Latest Practicable Date.

### **General mandate to issue Shares**

Our Directors have been granted a general unconditional mandate to allot, issue and deal with 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 Global Offering and Capitalisation Issue (excluding any Shares which may be issued pursuant to the Over-allotment Option); and
- (ii) the aggregate nominal value of share capital of our Company repurchased by our Company (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 Company’s next annual general meeting; or
- (ii) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of our Company’s shareholders in a general meeting.

For further details of this general mandate, see the paragraph headed “Written resolutions of our Shareholders passed on 10 June 2009” in Appendix VI to this prospectus.

### **General mandate to repurchase Shares**

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 the share capital of our Company in issue or to be issued immediately following completion of the Global Offering and Capitalisation Issue (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 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

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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 of our Shares” in Appendix VI to this prospectus.

This mandate will expire at the earliest of:

- (i) the conclusion of our Company’s next annual general meeting; or
- (ii) the expiration of the period within which our Company is 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 Company’s Shareholders in a general meeting.

For further details of this repurchase mandate, see the paragraph headed “Written resolutions of our Shareholders passed on 10 June 2009” in Appendix VI to this prospectus.