
SHARE CAPITAL

The following tables set forth information with respect to the share capital of the Company after completion of the Capitalization Issue and the Share Offer. All the Shareholders have the same voting right per Share.

Authorized capital:

	HK\$
1,000,000,000 Shares of HK\$0.10 each	<u>100,000,000</u>

Shares issued and to be issued, fully paid or credited as fully paid:

<u>Number of Shares</u>	<u>Description of Shares</u>	<u>Aggregate nominal value of Shares</u>	<u>Approximate percentage of issued share capital</u>
		HK\$	
4	Shares in issue as at the date of this prospectus	0.4	0%
299,999,996	Shares to be issued pursuant to the Capitalization Issue	29,999,999.6	75.0%
90,000,000	Shares to be issued under the Placing	9,000,000.0	22.5%
10,000,000	Shares to be issued under the Public Offer	<u>1,000,000.0</u>	<u>2.5%</u>
<u>400,000,000</u>	Total	<u>40,000,000.0</u>	<u>100.0%</u>

According to Rule 8.08 of the Listing Rules, at the time of 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 table is based on the assumptions that the Capitalization Issue and the Share Offer become unconditional and are completed and the Shares which may be issued upon the exercise of the Over-allocation Option or any Shares which may be allotted and issued or repurchased pursuant to the Issuing Mandate and the Repurchase Mandate are not taken into account. If the Over-allocation Option is exercised in full, then 15,000,000 additional Shares will be issued resulting in a total enlarged issued share capital of 415,000,000 Shares.

Ranking

The Offer Shares will rank pari passu in all respects with all Shares in issue or to be issued as set forth in the above table, and will qualify for all dividends or other distributions declared, paid or made on the Shares after the date of this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the section headed “Structure of the Share Offer” in this prospectus, our Directors have been granted a general mandate to allot, issue and deal with Shares with an aggregate nominal value not exceeding the sum of:

1. 20% of the total nominal amount of the share capital of our Company in issue, excluding the Shares which may be issued pursuant to the Over-allocation Option, immediately following completion of the Capitalization Issue and the Share Offer; and

SHARE CAPITAL

2. the total amount of the share capital of our Company repurchased by us (if any) pursuant to the authority referred to in the paragraph headed “General Mandate to Repurchase Shares” below.

Our Directors may, in addition to the Shares which they are authorized to issue under the mandate, allot, issue and deal in the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants of our Company, scrip dividends or similar arrangements.

This general mandate will expire:

- (i) at the conclusion of our next annual general meeting; or
- (ii) upon the expiry of the period within which we are required by any applicable laws of the Cayman Islands or our Articles to hold the next annual general meeting; or
- (iii) when it is varied or revoked by an ordinary resolution of the Shareholders in general meeting; whichever occurs first.

For further details of this general mandate, please see the section headed “Statutory and General Information — Written resolutions of the sole shareholder of the Company passed on 18 June 2009” in Appendix VI to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the conditions as stated in the section headed “Structure of the Share Offer” in this prospectus, the Directors have been granted a general mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company immediately following the completion of, the Capitalization Issue and the Share Offer (excluding Shares which may to be issued pursuant to the exercise of the Over-allocation Option).

This mandate relates only to repurchases made on the Stock Exchange and/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 which are made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Repurchase by the Company of its own securities” in Appendix VI to this prospectus.

This general mandate will expire:

- (i) at the conclusions of the Company’s next annual general meeting; or
- (ii) upon the expiry of the period within which the Company is required by any applicable laws of the Cayman Islands or its Articles to hold its next annual general meeting; or
- (iii) when it is varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting; whichever occurs first.

For further information about this general mandate, see the section headed “Statutory and General Information — Written resolutions of the sole shareholder of the Company passed on 18 June 2009” in Appendix VI to this prospectus.