

## SHARE CAPITAL

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>50,000,000,000</u> Shares	<u>500,000,000</u>

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

100,000	Shares in issue as at the date of this prospectus	1,000
427,400,000	Shares to be issued pursuant to the Capitalisation Issue	4,274,000
<u>72,500,000</u>	Shares to be issued under the Global Offering	<u>725,000</u>

*Total:*

<u>500,000,000</u> Shares	<u>5,000,000</u>
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### **Assumptions**

The above table assumes that the Global Offering becomes unconditional. It also assumes that the Over-allotment Option has not been exercised.

It takes no account of any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme or any Shares which may be allotted, issued or repurchased by the Company pursuant to the general mandates granted to the Directors for the allotment and issue of Shares and the repurchase of Shares as described below.

### **Ranking**

The Offer Shares, including the Shares issuable pursuant to the Over-allotment Option, will rank *pari passu* in all aspects with all other Shares in issue and to be issued as mentioned in this prospectus, and in particular, will rank equally for all dividends and other distributions declared, made or paid after the date of this prospectus.

### **Share Option Scheme**

The Company has conditionally adopted the Share Option Scheme on 19 June 2009 the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus.

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### Issuing mandate

The Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares and to make all grants, offers, agreements or options which might require such Shares to be allotted and issued or dealt with, subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangement, or a specific authority granted by the Shareholders, shall not exceed the sum of:

- 20% of the aggregate nominal value of the share capital of the Company in issue and to be issued (as set out in the table above) (excluding any Shares which may fall to be issued upon exercise of the Over-allotment Option or any Shares that may be issued pursuant to the exercise of the options under the Share Option Scheme); and
- the aggregate nominal value of the share capital of the Company repurchased by the Company, if any, pursuant to the general mandate to repurchase Shares referred to below.

The allotment and issue of Shares under a rights issue, scrip dividend scheme or similar arrangement, or the exercise of any subscription rights under options which may be granted under the Share Option Scheme, any adjustment of rights to subscribe for Shares under options and warrants or a specific authority granted by the Shareholders do not generally require the approval of the Shareholders in general meeting and the aggregate nominal value of Shares which the Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of such Shares.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company; or
- on the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands to be held; or
- when it is varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please see the sub-paragraph headed “Resolutions in writing of all of the Shareholders passed on 19 June 2009” under the paragraph headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.

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### Repurchase mandate

The Directors have been granted a general unconditional mandate to exercise all the powers of and on behalf of the Company to repurchase Shares with an aggregate nominal value of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue and to be issued (as set out in the table above) (excluding any Shares which may fall to be issued upon exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange 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 requirements of the Listing Rules. A summary of the relevant Listing Rules regarding the repurchase of Shares is set out in the sub-paragraph headed “Repurchase by the Company of Shares” under the paragraph headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company; or
- on the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any other applicable laws of the Cayman Islands to be held; or
- when it is varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please see the sub-paragraph headed “Resolutions in writing of all of the Shareholders passed on 19 June 2009” under the paragraph headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.