

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 that may be granted under the Share Option Scheme, our issued share capital immediately following the Global Offering will be as follows:

<i>Authorised share capital:</i>		<i>HK\$</i>
20,000,000,000	Shares	200,000,000
<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the Global Offering:</i>		<i>HK\$</i>
1,000,000	Shares in issue at the date of this prospectus	10,000
1,199,000,000	Shares to be issued pursuant to the Capitalization Issue	11,990,000
<u>400,000,000</u>	Shares to be issued pursuant to the Global Offering	<u>4,000,000</u>
<i>Total:</i>		
<u>1,600,000,000</u>	Shares	<u>16,000,000</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 that may be granted under the Share Option Scheme, our issued share capital immediately following the Global Offering will be as follows:

<i>Authorised share capital:</i>		<i>HK\$</i>
20,000,000,000	Shares	200,000,000
<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the Global Offering:</i>		<i>HK\$</i>
1,000,000	Shares in issue at the date of this prospectus	10,000
1,199,000,000	Shares to be issued pursuant to the Capitalization Issue	11,990,000
400,000,000	Shares to be issued pursuant to the Global Offering	4,000,000
60,000,000	Shares to be issued upon exercise of the Over-allotment Option in full	600,000
<u>1,660,000,000</u>		<u>16,600,000</u>
<i>Total:</i>		
<u>1,660,000,000</u>	Shares	<u>16,600,000</u>

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RANKING

The Hong Kong Offer Shares will rank pari passu in all respects with all our Shares now in issue or to be issued as mentioned in this prospectus, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on our Shares in respect of a record date which falls after the date of Listing other than participation in the Capitalization Issue.

CAPITALIZATION ISSUE

Pursuant to the resolutions of our Shareholders passed on 19 September 2009, subject to the share premium account of our Company being credited as a result of the issue of Hong Kong Offer Shares pursuant to the Global Offering, our Directors are authorized to allot and issue a total of 1,199,000,000 Shares credited as fully paid at par to the holders of Shares on the register of members of our Company at the close of business on 19 September 2009 (or as they may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalization of the sum of HK\$11,990,000 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the existing issued Shares.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the paragraphs headed “Conditions of the Hong Kong Public Offering” under the section headed “Structure of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares and to make or grant 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 our 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 arrangements, or a specific authority granted by our Shareholders) shall not exceed:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Global Offering and the Capitalization Issue; and
- (b) the aggregate nominal value of the share capital of our Company repurchased pursuant to the authority granted to our Directors referred to in “General Mandate to Repurchase Shares” below.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or upon the exercise of the Over-allotment Option or the options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company’s next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

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For further details of this general mandate, please refer to the paragraphs headed “A. Further Information about our Company — 3. Written resolutions of all our Shareholders passed on 19 September 2009” in Appendix VII to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on conditions as stated in the paragraphs headed “Conditions of the Hong Kong Public Offering” under the section headed “Structure of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares (Shares which may be listed on the Hong Kong Stock Exchange or on any other stock exchange which is recognized by the SFC and the Stock Exchange for this purpose) with an aggregate nominal value of not more than 10% of the aggregate nominal value of our Company’s share capital in issue immediately following the completion of the Capitalization Issue and the Global Offering (excluding Shares which may be issued under the Over-allotment Option or pursuant to the exercise of the options which may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraphs headed “A. Further Information about our Company – 6. Repurchase of our Shares by our Company” in Appendix VII to this prospectus.

The general mandate to repurchase Shares will remain in effect until:

- (i) the conclusion of our Company’s next annual general meeting;
- (ii) the expiration of the period within which our Company’s next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraphs headed “A. Further Information about our Company — 3. Written resolutions of all our Shareholders passed on 19 September 2009” in Appendix VII to this prospectus.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarized in the section headed “D. Share Option Scheme” as set out in Appendix VII to this prospectus.

Our Group did not have any outstanding share options, warrants, convertible instruments, pre-IPO share options or similar rights convertible into our Shares as at the date of this prospectus.