
SHARE CAPITAL

RANKING

The [●] and the Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme are ordinary shares in the share capital of our Company and will rank equally in all respects with all Shares in issue and will qualify and rank equally for all dividends or other distributions declared, made or paid after the date of this document.

THE SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix VI to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [●] becoming unconditional, 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 [●] and the Capitalisation Issue (excluding any Shares which may fall to be issued pursuant to the [●]); 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 Bye-laws 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 all the Shareholders of our Company passed on 28 October 2009” in Appendix VI to this document.

SHARE CAPITAL

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [●] becoming 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 the share capital of our Company in issue or to be issued immediately following completion of the [●] and the Capitalisation Issue (excluding any Shares which may fall to be issued upon the exercise of the [●]).

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 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 our Company of our own securities” in Appendix VI to this document.

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 Bye-laws 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 all the Shareholders of our Company passed on 28 October 2009” in Appendix VI to this document.