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## SHARE CAPITAL

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The following is a description of the authorized and issued share capital of our Company (a) in issue and (b) to be issued as fully paid or credited as fully paid immediately before and after completion of the Capitalization Issue and the Global Offering:

	<b>HK\$</b>
<i>Authorized:</i>	
10,000,000,000 Shares . . . . .	1,000,000,000
<i>Issued Shares:</i>	
20,000,000 Shares . . . . .	2,000,000
<i>Shares to be issued under the Capitalization Issue:</i>	
2,380,000,000 Shares . . . . .	238,000,000
<i>Shares to be issued under the Global Offering:</i>	
600,000,000 Shares . . . . .	<u>60,000,000</u>
<i>Issued Shares in total upon the Global Offering:</i>	
3,000,000,000 Shares . . . . .	300,000,000

### **ASSUMPTIONS**

The tables above assume that the Capitalization Issue and the Global Offering have become unconditional. It does not take into account of (a) any Shares which may be issued under the Over-allotment Option or (b) any Shares which may be issued under the Issue Mandate (Please refer to Appendix VII to this prospectus) or (c) any Shares which may be repurchased by us under the Repurchase Mandate (please refer to Appendix VII to this prospectus).

### **RANKING**

The Offer Shares will rank *pari passu* with all other Shares in issue in all respects, and will qualify for all dividends, income and other distributions made, paid or declared on, or any other rights and benefits attaching to or accruing from the Shares in respect of a record date which falls after the date of this prospectus other than participation in the Capitalization Issue.

### **CAPITALIZATION ISSUE**

Under the resolution of our Shareholders passed on November 27, 2009 and the resolutions passed in a meeting of the shareholders on December 1, 2009, subject to the share premium of our Company having sufficient balance, or otherwise being credited as a result of the issue of Offer Shares under the Global Offering, our Directors are authorized to allot and issue a total of 2,380,000,000 Shares credited as fully paid at par to the holders of Shares on the register of members of our Company at 8:00 a.m. on December 18, 2009 (being the Listing Date) (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\$238,000,000 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued under this resolution shall rank *pari passu* in all respects with the existing Shares.

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### ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of:

- 20% of the total nominal amount of our share capital in issue immediately following the completion of the Capitalization Issue and the Global Offering (excluding Shares which may be allotted and issued under the Over-allotment Option); and
- the total amount of our share capital repurchased by us (if any), up to a maximum number equal to 10% of the total nominal amount of our share capital in issue aforesaid.

The Issue Mandate does not apply to situations where our Directors allot, issue or deal with Shares by way of rights or an issue of Shares upon the exercise of any subscription rights attached to any warrants of our Company or under the exercise of any options which may be granted under any share option scheme or similar arrangement for the grant or issue to officers and/or employees of our Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association or a specific authority granted by our Shareholders in our general meeting.

The Issue Mandate will expire:

- at the end of our next annual general meeting; or
- at the end of the period within which we are required by applicable laws of the Cayman Islands or the Memorandum and Articles of Association to hold our next general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in a general meeting,

whichever is the earliest.

For further details of the Issue Mandate, see "Appendix VII – 3. Resolutions of our Shareholders" to this prospectus.

### REPURCHASE MANDATE

The 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 total nominal amount of the share capital of our Company in issue immediately following completion of the Capitalization Issue and the Global Offering (excluding Shares which may be allotted and issued under the Over-allotment Option).

The Repurchase 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 Stock Exchange and the SFC 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 "Repurchases of our own securities" in Appendix VII to this prospectus.

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The Repurchase Mandate will expire:

- at the end of our next annual general meeting; or
- at the end of the period within which we are required by applicable laws of the Cayman Islands or the Memorandum and Articles of Association to hold our next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in a general meeting;

whichever is the earliest.

For further details of the Repurchase Mandate, please refer to the section headed “3. Resolutions of our Shareholders” in Appendix VII to this prospectus.