
SHARE CAPITAL

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The following is a description of the authorised share capital of our Company, issued or to be issued, as fully paid or credited as fully paid, immediately before and after completion of the Global Offering and Capitalisation Issue.

	HK\$
Authorised share capital⁽¹⁾:	
<u>5,000,000,000</u> Shares	<u>500,000,000</u>
Shares issued⁽²⁾ and to be issued, fully paid or credited as fully paid assuming the Over-allotment Option is not exercised:	
10,000 Shares in issue at the date of this Prospectus	1,000
779,990,000 Shares to be issued under the Capitalisation Issue	77,999,000
<u>520,000,000</u> Shares to be issued under the Global Offering	<u>52,000,000</u>
<u>1,300,000,000</u> Total	<u>130,000,000</u>
Shares issued⁽²⁾ and to be issued, fully paid or credited as fully paid assuming the Over-allotment Option is exercised in full:	
10,000 Shares in issue at the date of this Prospectus	1,000
779,990,000 Shares to be issued under the Capitalisation Issue	77,999,000
<u>598,000,000</u> Shares to be issued under the Global Offering	<u>59,800,000</u>
<u>1,378,000,000</u> Total	<u>137,800,000</u>

(1) As at the date of this Prospectus, our Company has 2,500 preferred shares in its authorised Share Capital. See Note 2 below.

(2) As of the date of this Prospectus, our Company has 923.078125 preferred shares in issue, which will be repurchased by our Company upon completion of the Global Offering as part of the Reorganisation. Upon the repurchase of the remaining preferred shares, no preferred shares will be in issue. See the section headed “Reorganisation — Preferred Shares” in this Prospectus.

According to Rule 8.08 of the Listing Rules, at the time of the 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 above table assumes that the Global Offering becomes unconditional and the issue of Shares pursuant to the Global Offering and the Capitalisation Issue are made pursuant thereto. It takes no account of (i) any Shares which may be allotted and issued upon the exercise of any options which may be granted under our Share Option Scheme; or (ii) any Shares which may be allotted and issued or repurchased by the Company pursuant to the Issuing Mandate and Repurchase Mandates as described below.

RANKING

The Offer Shares, including the Shares issuable pursuant to the Over-allotment Option, will rank *pari passu* in all respects with all other Shares in issue as mentioned in this Prospectus, and in particular, will rank in full for all dividends and other distributions hereafter declared, paid or made on the Shares after the date of this Prospectus save with respect to entitlements under the Capitalisation Issue.

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 VII to this Prospectus.

GENERAL MANDATE TO ISSUE SHARES (“ISSUING MANDATE”)

Our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to allot, issue and deal with our Shares with a total nominal value not exceeding 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering and Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or options that may be granted under the Share Option Scheme) plus the aggregate nominal value of our share capital repurchased (if any) pursuant to the Repurchase Mandate described below.

This mandate does not apply to situations where our Directors allot, issue or deal with our Shares under a rights issue, scrip dividend scheme or similar arrangement, or our Shares to be issued upon exercise of options to be granted pursuant to the Share Option Scheme.

The Issuing Mandate will remain in effect until the earliest of:

- (i) the conclusion of our next annual general meeting;
- (ii) the expiration of the period within which our next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of our shareholders in general meeting.

For further information about the Issuing Mandate, please refer to the section headed “Statutory and General Information — I. Further Information About Our Company — Written Resolutions of Our Shareholders passed on 24 January 2010” in Appendix VII to this Prospectus.

GENERAL MANDATE TO REPURCHASE SHARES (“REPURCHASE MANDATE”)

Our Directors have also been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with an aggregate nominal amount of not more than 10% of the total nominal amount of our share capital in issue immediately following completion of the Global Offering and Capitalisation Issue (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option or options that may be granted under the Share Option Scheme).

This general mandate relates only to repurchases made on the Hong Kong Stock Exchange and/or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Hong Kong 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 “Statutory and General Information — I. Further Information About Our Company — Repurchase of our own securities” in Appendix VII to this Prospectus.

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The Repurchase Mandate will remain in effect until the earliest of:

- (i) the conclusion of our next annual general meeting;
- (ii) the expiration of the period within which our next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

For further information about the Repurchase Mandate, please refer to the section headed “Statutory and General Information — I. Further Information About Our Company — Repurchase of our own securities” in Appendix VII to this Prospectus.