
SHARE CAPITAL

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The Company's authorised share capital and issued share capital immediately after the completion of the Share Offer will be as follows:

Authorised share capital:

	<i>US\$</i>
<u>1,250,000,000</u> Shares	<u>10,000,000</u>

Issued and to be issued, fully paid or credited as fully paid after the completion of the Share Offer:

<i>(Number of Shares)</i>	<i>US\$</i>	Approximate percentage of issued share capital (%)
517,573,662 In issue as at the date of this prospectus	4,140,589	86.90
<u>78,000,000</u> To be issued pursuant to the Share Offer	<u>624,000</u>	<u>13.10</u>
<u>595,573,662</u> After the completion of the Share Offer	<u>4,764,589</u>	<u>100.00</u>

Assumptions

The above table assumes that the Share Offer has become unconditional and the issue of Shares pursuant to the Share Offer are made. It takes into no account of any Shares which may be further allotted and issued under the general mandate to allot, issue and deal with Shares, or which may be purchased by the Company pursuant to the general mandate to repurchase securities.

Ranking

The Offer Shares will rank pari passu in all respects with all Shares in issue or to be issued as mentioned in the prospectus and, in particular, will qualify for all dividends or other distributions declared, paid or made on the Shares after the date of this prospectus.

Share Option Scheme

The Group has conditionally adopted the Share Option Scheme, the principal terms of which are summarised in the section headed "Share Option Scheme" in Appendix V to this prospectus.

SHARE CAPITAL

GENERAL MANDATE GIVEN TO THE DIRECTORS TO ISSUE SHARES

At the annual general meeting of the Company held on 30 July 2009, the Shareholders approved the resolution pursuant to which authority was given to its Directors to issue Shares whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) at the time of the passing of this resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed 20% of the total number of issued Shares (excluding treasury shares). Unless revoked or varied by the Company in general meeting, such authority shall continue in force (i) until the conclusion of the Company’s next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; or (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this resolution, until the issuance of such Shares in accordance with the terms of such convertible securities share issue (“General Mandate”).

For the purpose of determining the aggregate number of Shares that may be issued under the General Mandate, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution, after adjusting for: (i) new Shares arising from the conversion or exercise of convertible securities, (ii) new Shares arising from exercising share options outstanding or subsisting at the time this resolution is passed, and (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Pursuant to the Listing Rules, the Listing Manual and the New Bye-laws, the maximum aggregate number of Shares and convertible securities of the Company (other than on a pro rata basis to all Shareholders) which may be issued other than on a pro rata basis under the general mandate before the next annual general meeting of the Company is 99,514,732 Shares, representing 20% of the issued share capital of the Company as at the date of grant of the General Mandate.

On 24 September 2009, the Company entered into eight subscription agreements with eight independent subscribers respectively for the allotment and issue of the Subscription Shares by the Company to such subscribers. The Directors utilised part of the General Mandate and the Subscription Shares were allotted and issued to the eight subscribers on 8 October 2009. Please refer to the paragraph headed “Share placement” in the section headed “Business” of this prospectus for further details of the share placement.

For further details of the General Mandate, please refer to the paragraph headed “Resolutions of the Shareholders passed at the Company’s annual general meeting held on 30 July 2009” in the section headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.

SHARE CAPITAL

GENERAL MANDATE GIVEN TO THE DIRECTORS TO REPURCHASE SHARES

At the special general meeting of the Company held on 11 August 2009, the Directors have been granted a general unconditional mandate (the “Share Repurchase Mandate”) to exercise all the powers of the Company to repurchase Shares in the amount of not more than 10% of the issued share capital of the Company as at the date of the grant of Share Repurchase Mandate. For further details of the Share Repurchase Mandate, please refer to the paragraph headed “Resolutions of the Shareholders passed at the Company’s special general meeting held on 11 August 2009” in the section headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.

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

- (a) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is required to be held; or
- (b) the date on which Share purchases have been carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Repurchase Mandate is revoke or varied by an ordinary resolution of the Company in general meeting.

However, as the Share Repurchase Mandate is not in compliance with the requirements under the Listing Rules, the Share Repurchase Mandate will not be exercised by the Directors after the Listing.

DEALINGS IN THE SHARES PRIOR TO LISTING

According to Rule 9.09 of the Listing Rules, there must be no dealing in the securities for which listing is sought by any connected person of the issuer from the time of submission of the formal application for listing until the listing is granted. In the context of a dual primary listing of a widely held and publicly traded company, the Company has no control over the investment decisions of its Shareholders (other than the Controlling Shareholders, Mr. Lu Shangmin and their respective associates). The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 9.09 of the Listing Rules which restricts such dealings in the Shares prior to Listing. Please refer to the paragraph headed “Dealings in the Shares prior to Listing” in the section headed “Waivers from strict compliance with the Listing Rules” in this prospectus for details of the waiver.