
SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company immediately following completion of the Capitalisation Issue and the Global Offering:—

	<i>HK\$</i>
Authorised share capital:—	
2,000,000,000 Shares	200,000,000
Issued and to be issued, fully paid or credited as fully paid upon completion of Global Offering (assuming that the Over-allotment Option is not exercised):—	
1,000,000 Shares in issue as of the date of this prospectus	100,000
599,000,000 Shares to be issued under the Capitalisation Issue	59,900,000
200,000,000 Shares to be issued pursuant to the Global Offering	20,000,000
800,000,000 Shares in total	80,000,000
Issued and to be issued, fully paid or credited as fully paid upon completion of Global Offering (assuming that the Over-allotment Option is exercised in full):—	
1,000,000 Shares in issue as of the date of this prospectus	100,000
599,000,000 Shares to be issued under the Capitalisation Issue	59,900,000
230,000,000 Shares to be issued pursuant to the Global Offering	23,000,000
830,000,000 Shares in total	83,000,000

Assumptions

The above table assumes that the Global Offering becomes unconditional and is completed in accordance with the relevant terms and conditions. The above table takes no account of (a) Shares which may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme and (b) any Shares which may be allotted and issued or repurchased by our Company pursuant to the Issuing Mandate and the Repurchase Mandate, respectively.

Ranking

The Offer Shares are ordinary shares in the share capital of our Company and will rank *pari passu* in all respects with all Shares in issue and/or to be allotted and issued as mentioned in this prospectus, and will rank in full for all dividends or other distributions declared, paid or made on our Shares after the date of this prospectus other than participation in the Capitalisation Issue.

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THE SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set forth in the paragraphs under “Share Option Scheme” in Appendix VI to this prospectus.

ISSUING MANDATE

Our Directors have been granted the general unconditional Issuing Mandate authorising them to exercise all the powers of our Company to allot, issue and deal with Shares not exceeding the aggregate of 20% of the issued share capital of our Company immediately following completion of the Global Offering and the Capitalisation Issue, and the number of Shares repurchased by our Company, if any, pursuant to the Repurchase Mandate (without taking into account the Shares that may be issued pursuant to the Over-allotment Option).

Our Directors may, in addition to our Shares which they are authorised to issue under the Issuing Mandate, allot, issue and deal in our Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants of our Company, scrip dividends or similar arrangements or the exercise of any option which may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

The Issuing Mandate will expire:—

- at the conclusion of the next annual general meeting of our Company; or
- upon the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or the Companies Law or any applicable laws of the Cayman Islands; or
- the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Further information on the Issuing Mandate is set forth in the section headed “Further Information About our Company — 4. Written resolutions of our sole Shareholder” in Appendix VI to this prospectus.

REPURCHASE MANDATE

Our Directors have been granted the general unconditional Repurchase Mandate to exercise all the powers of our Company to repurchase Shares not more than 10% of the issued share capital of our Company (as set out in the table above but excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option).

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The Repurchase Mandate only relates to repurchases made on the Stock Exchange and/or on any other stock exchange on which our Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant requirements of the Listing Rules on the Repurchase Mandate is set forth in the paragraphs under “Repurchase of our own securities” in Appendix VI to this prospectus.

The Repurchase Mandate will expire:—

- at the conclusion of the next annual general meeting of our Company; or
- upon the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or the Companies Law or any applicable laws of the Cayman Islands; or
- the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Further information on the Repurchase Mandate is set forth in the section headed “Further Information About our Company — 4. Written resolutions of our sole Shareholder” in Appendix VI to this prospectus.

RULE 10.08 OF THE LISTING RULES

Our Directors confirm that, save for our Shares which may be issued pursuant to the exercise of the Over-allotment Option, we will comply with the requirements of Rule 10.08 of the Listing Rules upon the Listing. Rule 10.08 of the Listing Rules provides that we may not issue any further Shares or securities convertible into equity securities or enter into any agreement to make such an issue within six months from the Listing Date.