
SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company as at the date of this prospectus and immediately after completion of the Global Offering:

As at the date of this prospectus

	€
Authorised share capital	1,500,000,000
Issued share capital:	
1,274,396,391 Shares of €0.03 each	38,231,892

Immediately after completion of the Global Offering

	€
Authorised share capital:	
50,000,000,000 Shares of €0.03 each	1,500,000,000
Existing issued share capital:	
1,274,396,391 Shares of €0.03 each	38,231,892
Issue of Shares as part of the Global Offering (Note 1):	
182,060,000 Shares of €0.03 each	5,461,800
Total issued Shares on completion of the Global Offering (Note 1):	
1,456,456,391 Shares of €0.03 each	43,693,692

Note 1: assuming no exercise of the Over-allotment Option

ASSUMPTIONS

The tables above assume the Global Offering becomes unconditional and is completed in accordance with the relevant terms and conditions. It takes no account of (a) any of the new Shares which may be issued upon the exercise of the Over-allotment Option; (b) any Shares which may be issued under the general mandate given to our Directors for the issue and allotment of Shares; or (c) any Shares which may be repurchased by us pursuant to the general mandate given to our Directors for the repurchase of Shares. We currently have no concrete plan to establish any option scheme, nor do we plan to issue any options under any scheme previously established, in respect of our Shares after listing. There are currently no option schemes in respect of Shares, nor outstanding options over Shares.

RANKING

The Hong Kong Offer Shares are ordinary shares in the share capital of our Company and rank equally with all Shares currently in issue or to be issued and, in particular, will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

SHARE CAPITAL

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section headed “Structure of the Global Offering — Conditions of the Hong Kong Public Offer”, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares (otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue or any scrip dividend scheme or similar arrangements, or any adjustment of rights to subscribe for Shares under options and warrants or a special authority granted by our shareholders) with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering; and
- (b) the aggregate nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to below.

This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company’s next annual general meeting is required by any applicable law or our Articles of Association to be held; or
- (c) it is varied or revoked by an ordinary resolution of our shareholders in general meeting, whichever is the earliest.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section headed “Structure of the Global Offering — Conditions of the Hong Kong Public Offer”, our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares (Shares which may be listed on the Hong Kong Stock Exchange or on any other stock exchange and Shares which are recognised by the Securities and Futures Commission and the Hong Kong Stock Exchange for this purpose) with a total nominal value of not more than 10% of the aggregate nominal value of our Company’s share capital in issue immediately following completion of the Global Offering.

This mandate only relates to repurchases made on the Hong Kong Stock Exchange, or on any other stock exchange on which our Shares are listed (and which is recognised by the Securities and Futures Commission and the Hong Kong Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Repurchases of our own Shares” in Appendix VI.

The general mandate to repurchase Shares will remain in effect until the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company’s next annual general meeting is required by any applicable law or our Articles of Association to be held; or
- (c) it is varied or revoked by an ordinary resolution of our Company’s shareholders in general meeting.