
SHARE CAPITAL

The authorized and issued share capital of our Company is as follows:

Authorized share capital:

	HK\$
<u>2,000,000,000</u> Shares	<u>20,000,000</u>

Assuming the Over-allotment Option is not exercised and without taking into account any Share which may be issued upon exercise of any options that may be granted under the Share Option Scheme, our share capital immediately following the Capitalization Issue and the Global Offering will be as follows:

**Shares issued or to be issued, fully paid or credited
as fully paid upon completion of the Capitalization Issue
and the Global Offering:**

Shares	HK\$
1,000,000 Shares in issue as at the date of this Prospectus	10,000
597,500,000 Shares to be issued pursuant to the Capitalization Issue	5,975,000
<u>199,500,000</u> Shares to be issued pursuant to the Global Offering	<u>1,995,000</u>
<u>798,000,000</u>	<u>7,980,000</u>

Assuming the Over-allotment Option is exercised in full and without taking into account any Share which may be issued upon exercise of any options that may be granted under the Share Option Scheme, our Company's share capital immediately following the Capitalization Issue and the Global Offering will be as follows:

**Shares issued or to be issued, fully paid or credited
as fully paid upon completion of the Capitalization Issue
and the Global Offering:**

Shares	HK\$
1,000,000 Shares in issue as at the date of this Prospectus	10,000
597,500,000 Shares to be issued pursuant to the Capitalization Issue	5,975,000
199,500,000 Shares to be issued pursuant to the Global Offering	1,995,000
<u>29,925,000</u> Shares to be issued pursuant to the Over-allotment Option	<u>299,250</u>
<u>827,925,000</u>	<u>8,279,250</u>

According to Rule 8.08 of the Listing Rules, at the time of the listing and at all times thereafter, we must maintain the "minimum prescribed percentage" of 25% of our issued share capital in the hands of the public.

RANKING

The Public Offer Shares will rank *pari passu* in all respects with all our Shares now in issue or to be issued as mentioned in this Prospectus, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on our Shares in respect of a record date which falls after the date of Listing other than participation in the Capitalization Issue.

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CAPITALIZATION ISSUE

Pursuant to the resolutions of our Shareholders passed on 13 October 2010, subject to the share premium account of our Company being credited as a result of the issue of Offer Shares pursuant to the Global Offering, our Directors are authorized to allot and issue a total of 597,500,000 Shares credited as fully paid at par to the holders of Shares on the register of members of our Company at the close of business on 13 October 2010 (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\$5,975,000 standing to the credit of the share premium account of our Company, and our Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the section headed “Structure of the Global Offering” of this Prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of our Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders) shall not exceed:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Capitalization Issue and the Global Offering; and
- (b) the aggregate nominal value of the share capital of our Company repurchased pursuant to the authority granted to our Directors referred to in “— General Mandate to Repurchase Shares” below.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or upon the exercise of the Over-allotment Option or the options which may be granted under the Share Option Scheme. 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 to be held by any applicable laws or the Memorandum of Association and Articles of Association; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders at general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed “Statutory and General Information — Further Information about Our Company — Written resolutions of our Shareholders passed on 13 October 2010” in Appendix VI to this Prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on conditions as stated in the section headed “Structure of the Global Offering” of this Prospectus, our Directors have been granted a general unconditional mandate to exercise all our

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powers to repurchase Shares (Shares which may be listed on the Stock Exchange or on any other stock exchange which is recognized by the SFC and the Stock Exchange for this purpose) with an aggregate nominal value of not more than 10% of the aggregate nominal value of our Company's share capital in issue immediately following the completion of the Capitalization Issue and the Global Offering (excluding Shares which may be issued under the Over-allotment Option or pursuant to the exercise of the options which may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed "Statutory and General Information — Further Information about our Company — Repurchase of our Shares by our Company" in Appendix VI to this Prospectus.

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

- (i) the conclusion of our Company's next annual general meeting; or
- (ii) the expiration of the period within which our Company's next annual general meeting is required to be held by any applicable laws or the Memorandum of Association and Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed "Statutory and General Information — Further Information about Our Company — Written resolutions of our Shareholders passed on 13 October 2010" in Appendix VI to this Prospectus.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarized in the paragraph headed "Statutory and General Information — Share Option Scheme" as set out in Appendix VI to this Prospectus.

Our Group does not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into the Shares as at the Latest Practicable Date.