

## SHARE CAPITAL

The following is a description of the capital structure of our Company.

**Number of shares comprised in the authorized share capital  
as of the Latest Practicable Date**

<u>Class</u>	<u>Number</u>	<u>Par value per share US\$</u>	<u>Total nominal value US\$</u>
ordinary shares . . . . .	282,000,000	0.001	282,000.000
preferred shares . . . . .	83,999,999	0.001	83,999.999
non-voting preferred shares . . . . .	40,000,000	0.001	40,000.000
special share . . . . .	1	0.001	0.001
<b>Total</b> . . . . .			<u><u>406,000.000</u></u>

**Number of shares comprised in the authorized share capital  
upon completion of the Global Offering**

<u>Class</u>	<u>Number</u>	<u>Par value per share US\$</u>	<u>Total nominal value US\$</u>
ordinary shares . . . . .	4,000,000,000	0.001	4,000,000
<b>Total</b> . . . . .			<u><u>4,000,000</u></u>

The issued share capital of our Company immediately following the Global Offering (assuming no exercise of the Over-allotment Option) will be as follows:

<u>Shares issued and to be issued, fully paid or credited as fully paid</u>	<u>US\$</u>	<u>Approximate percentage of issued share capital (%)</u>
70,000,000 Shares in issue as at the date of this prospectus . . . . .	US\$ 70,000.000	4.69
41,999,999 Shares to be issued upon conversion of the Preferred Shares . . . . .	US\$ 41,999.999	2.81
1,007,999,991 Shares to be issued pursuant to the Capitalization Issue . . . . .	US\$1,007,999.991	67.50
373,340,000 Shares to be issued in the Global Offering . . . . .	US\$ 373,340.000	25.00
<b>Total</b> . . . . .	<u><u>US\$1,493,339.990</u></u>	<u><u>100.00</u></u>

Assuming the Over-allotment Option is exercised in full, an additional 56,001,000 Shares will be issued. The issued share capital of our Company immediately following the Global Offering and the exercise of the Over-allotment Option in full, will be as follows:

<u>Shares issued and to be issued, fully paid or credited as fully paid</u>	<u>US\$</u>	<u>Approximate percentage of issued share capital(%)</u>
70,000,000 Shares in issue as at the date of this prospectus . . . . .	US\$ 70,000.000	4.52
41,999,999 Shares to be issued upon conversion of the Preferred Shares . . . . .	US\$ 41,999.999	2.71
1,007,999,991 Shares to be issued pursuant to the Capitalization Issue . . . . .	US\$1,007,999.991	65.06
373,340,000 Shares to be issued in the Global Offering . . . . .	US\$ 373,340.000	24.10
56,001,000 Shares to be issued upon exercise of the Over-allotment Option in full . . . . .	US\$ 56,001.000	3.61
<b>Total</b> . . . . .	<u><u>US\$1,549,340.990</u></u>	<u><u>100.00</u></u>

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### Assumptions

The above tables assume that the Global Offering will become unconditional and will be completed in accordance with the relevant terms and conditions. However, it does not take into account of (i) any Shares which may be allotted and issued upon exercise of any options which may be granted under the Share Option Scheme, (ii) any Shares which may be allotted and issued upon exercise of any options granted under the Pre-IPO Share Option Scheme, or (iii) any Shares which may be allotted and issued, or repurchased by us pursuant to the Issuing Mandate (as defined below) and Repurchase Mandate (as defined below).

### Pre-IPO Share Option Scheme

We have adopted a Pre-IPO Share Option Scheme. Details of the principal terms of our Pre-IPO Share Option Scheme are summarized in the section headed “Appendix IX — Statutory and General Information — Share Option Schemes — Pre-IPO Share Option Scheme” in this prospectus.

### Share Option Scheme

We have conditionally adopted a Share Option Scheme. Details of the principal terms of our Share Option Scheme are summarized in the section headed “Appendix IX — Statutory and General Information — Share Option Schemes — Share Option Scheme” in this prospectus.

### Ranking

The Offer Shares are ordinary shares in the share capital of our Company and will rank *pari passu* in all respects with all other Shares in issue or to be issued as mentioned in this prospectus and will rank 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 this prospectus (other than the Capitalization Issue).

### Issuing Mandate

Conditional on the conditions as stated in the section headed “Structure of the Global Offering — The Global Offering — Conditions of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate (the “Issuing Mandate”) to exercise all the powers of our Company to allot, issue and deal with our Shares with an aggregate nominal value of not more than the sum of:

- (1) 20% of the total nominal amount of the issued share capital of our Company immediately following the completion of the Global Offering and the Capitalization Issue; and
- (2) the aggregate nominal amount of the issued share capital of our Company repurchased by our Company (if any) pursuant to the Repurchase Mandate.

The Issuing Mandate will expire:

- at the conclusion of the next annual general meeting of our Company; or

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- at the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles of Association to be held; or
- at the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders passed at a general meeting of our Company,

whichever is the earliest.

For further details of this Issuing Mandate, please see the paragraph headed “Appendix IX — Statutory and General Information — Written resolutions of all our Shareholders passed on May 3, 2011” in this prospectus.

### **Repurchase Mandate**

Conditional on the conditions stated in the section headed “Structure of the Global Offering — The Global Offering — Conditions of the Global Offering” in this prospectus, our Directors have been granted a general unconditional mandate (the “Repurchase Mandate”) to exercise all our powers to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal amount of our Company’s share capital in issue immediately following completion of the Global Offering and the Capitalization Issue.

This mandate relates only to repurchase made on the Hong Kong Stock Exchange or on any other approved stock exchange(s) (which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose) on which our securities may be listed, and which are made in accordance with the Listing Rules and all the applicable laws. A summary of the relevant Listing Rules is set out in the section headed “Appendix IX — Statutory and General Information — Repurchase by our Company of Shares” in this prospectus.

The Repurchase Mandate will expire:

- at the conclusion of our next annual general meeting of our Company;
- at the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles of Association to be held; or
- at the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders passed at a general meeting of our Company,

whichever is the earliest.

For further details of this Repurchase Mandate, please see the paragraph headed “Appendix IX — Statutory and General Information — Written resolutions of all our Shareholders passed on May 3, 2011” in this prospectus.