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## SHARE CAPITAL

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The authorized and issued share capital of the Company are as follows:

(HK\$)

**Number of Shares comprised in the authorized share capital:**

<u>10,000,000,000</u> .....	Shares	<u>1,000,000,000</u>
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The share capital of the Company immediately following the Global Offering will be as follows:

(HK\$)

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

1,001 .....	Existing issued Shares as of the date of this Prospectus	100.10
3,199,998,999 .....	Shares to be issued pursuant to the Capitalization Issue	319,999,899.90
<u>800,000,000</u> .....	Shares to be issued in the Global Offering	<u>80,000,000</u>
<u>4,000,000,000</u> .....	Shares in total	<u>400,000,000</u>

### ASSUMPTIONS

The above tables assume that the Global Offering becomes unconditional and does not take into account any exercise of any options which have been granted under the Pre-IPO Share Option Scheme and which may be granted under the Share Option Scheme as described below. They take no account of Shares which may be allotted and issued or repurchased by the Company pursuant to the Issue Mandate and Repurchase Mandate as described below.

### RANKING

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

### PRE-IPO SHARE OPTION SCHEME

The Company has adopted the Pre-IPO Share Option Scheme in which certain eligible participants had been granted options to acquire Shares before the Listing. A summary of the principal terms of the Pre-IPO Share Option Scheme is set out in the section headed “Statutory and General Information — D. Pre-IPO Share Option Scheme” in Appendix VIII to this Prospectus.

### SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme, the principal terms of which are set out in the section headed “Statutory and General Information — E. Share Option Scheme” in Appendix VIII to this Prospectus.

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### GENERAL MANDATE TO ISSUE SHARES

Conditional on conditions as stated in the section headed “Structure of the Global Offering — Conditions of the Global Offering” in this Prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal or par value not exceeding the sum of:

- (i) 20% of the aggregate nominal or par value of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalization Issue (excluding exercise of any options which have been granted under the Pre-IPO Share Option Scheme and which may be granted under the Share Option Scheme); and
- (ii) the aggregate nominal amount of the share capital of the Company repurchased by the Company (if any) pursuant to the Repurchase Mandate.

Our Directors may, in addition to the Shares which they are authorized to issue under the mandate, allot, issue and deal in the Shares pursuant to (a) a rights issue; (b) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (c) the exercise of the subscription rights under options which have been granted under the Pre-IPO Share Option Scheme and which may be granted under the Share Option Scheme or any other similar arrangement of the Company from time to time adopted for the grant or issue to officers and/or employees and/or consultants and/or advisors of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (d) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles.

The Issue Mandate will expire at:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation by an ordinary resolution of the members in a general meeting, whichever is the earliest.

For further details of the Issue Mandate, see the section headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of the Shareholders passed on 9 April 2010, 25 January 2011, 8 June 2011 and 10 June 2011” in Appendix VIII to this Prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

Conditional on conditions as stated in the section headed “Structure of the Global Offering — Conditions of the Global Offering” in this Prospectus, our Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with an aggregate nominal or par value of not more than 10% of the total nominal or par value of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalization Issue (excluding exercise of any options which have been granted under the Pre-IPO Share Option Scheme and which may be granted under the Share Option Scheme). The Repurchase Mandate relates only to repurchases made on the Stock Exchange and/or on any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Statutory and General Information — A. Further information about the Company — 7. Repurchase by the Company of its own securities” in Appendix VIII to this Prospectus.

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The Repurchase Mandate will expire:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation by an ordinary resolution of the members in a general meeting, whichever is the earliest.

For further information about the Repurchase Mandate, please refer to the section headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of the Shareholders passed on 9 April 2010, 25 January 2011, 8 June 2011 and 10 June 2011” in Appendix VIII to this Prospectus.