

SHARE CAPITAL

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Our authorised share capital as of the date of this prospectus is as follows:

Authorised share capital:

	<i>HK\$</i>
4,000,000,000	Shares (being ordinary shares of HK\$0.10 each)
	400,000,000

Assuming the Over-allotment Option is not exercised, the issued share capital of our Company immediately after the Share Offer will be as follows:

Issued Shares:

	<i>HK\$</i>
375,000,000	Shares in issue as of the date of this prospectus
	37,500,000

Shares to be issued:

	<i>HK\$</i>
112,500,000	Shares to be issued under the Placing
	11,250,000
12,500,000	Shares to be issued under the Public Offer
	1,250,000

Total issued share capital:

	<i>HK\$</i>
<u>500,000,000</u>	Shares
	<u>50,000,000</u>

According to Rule 8.08 of the Listing Rules, at the time of the Listing and at all times thereafter, our Company must maintain the “minimum prescribed percentage” of 25% of our Company’s issued share capital in the hands of the public.

ASSUMPTIONS

The above tables assume that the Share Offer becomes unconditional and will be completed in accordance with the relevant terms and conditions. It, however, takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme, and any Shares which may be allotted and issued, or repurchased by our Company pursuant to the general mandate to issue new Shares and general mandate to repurchase Shares as described below.

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RANKING

The Offer Shares will rank *pari passu* in all respects with all Shares now in issue or to be issued as mentioned herein, and will rank in full for all dividends or other distributions declared, made or paid on the Shares after the date of this prospectus.

Save as disclosed in this prospectus, no share or loan capital of our Company or any of our subsidiaries is under any option or is agreed conditionally or unconditionally to be put under any option.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme on 25 June 2011, the principal terms of which are summarised in the paragraph headed “Other information – Share Option Scheme” in Appendix VI to this prospectus.

GENERAL MANDATE TO ISSUE NEW SHARES

A general unconditional mandate has been granted to our Directors authorising them to exercise our powers to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued, provided that the aggregate nominal value of the Shares allotted or agreed conditionally or unconditionally to be allotted shall not exceed 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Share Offer (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option).

The abovementioned mandate does not apply to situations where our Directors allot, issue or deal with the Shares under any rights issue, scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of a dividend on Shares in accordance with the Articles of Association or pursuant to the exercise of any options to be granted under the Share Option Scheme or pursuant to the Share Offer or the Over-allotment Option or pursuant to a specific authority granted by our Shareholders in general meeting, on behalf of our Company.

The abovementioned mandate will expire:

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

whichever is the earliest.

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Particulars of this general mandate are set forth under “Further information about our Company and its subsidiaries – Written resolutions of the shareholders of our Company” in Appendix VI to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

A general unconditional mandate has been granted to our Directors authorizing them to exercise all the powers for and on behalf of our Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Share Offer (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option).

The abovementioned mandate only relates to repurchases made on the Stock Exchange, or on any other approved stock exchange(s) on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for that purpose, and which are made in accordance with all applicable laws and requirements of the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time. A summary of the relevant Listing Rules is set forth under “Further information about our Company and its subsidiaries – Repurchase by our Company of its own Shares” in Appendix VI to this prospectus.

The abovementioned mandate will expire:

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

whichever is the earliest.

Particulars of this general mandate are set forth under “Further information about our Company and its subsidiaries – Written resolutions of the shareholders of our Company” in Appendix VI to this prospectus.