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## SHARE CAPITAL

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### SHARE CAPITAL

The authorised and issued share capital of our Company are as follows:

<i>Number of Shares comprised in the authorised share capital:</i>	<i>HK\$</i>
2,000,000,000 Shares	20,000,000

The share capital of our Company immediately following the completion of the Share Offer will be as follows:

<i>Shares issued and to be issued, fully paid or credited as fully paid, immediately upon completion of the Share Offer</i>	<i>HK\$</i>
100,000 Shares in issue as at the date of this prospectus	1,000
599,900,000 Shares to be issued pursuant to the Capitalisation Issue	5,999,000
<u>200,000,000</u> Shares to be issued pursuant to the Share Offer	<u>2,000,000</u>
<u>800,000,000</u> Shares in total	<u>8,000,000</u>

### Assumptions

The above tables assume that the Share Offer becomes unconditional and does not take into account any Shares which may be allotted and issued upon the exercise of options to be granted under the Share Option Scheme, or any Shares which may be allotted and issued or repurchased by our 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 at the date of 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 save for entitlements to the Capitalisation Issue.

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### GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions stated in the paragraph headed “Conditions” of the section headed “Structure of the Share Offer” in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value not exceeding the sum of:

- (i) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Share Offer and the Capitalisation Issue; and
- (ii) the aggregate nominal value of the share capital of our Company repurchased by our Company (if any) pursuant to the Repurchase Mandate.

Our Directors may, in addition to the Shares which they are authorised to issue under this mandate, allot, issue and deal with 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 our Company or any securities which are exchangeable into Shares; (c) the exercise of the subscription rights under options granted under the Share Option Scheme or any other similar arrangement of our Company from time to time adopted for the grant or issue to officers and/or employees and/or consultants and/or advisors of our Company and/or any of its subsidiaries and/or other persons 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 of our Company.

The Issue Mandate will expire:

- at the conclusion of our Company’s next annual general meeting;
- upon the expiration of the period within which our Company is required by applicable laws or the Articles or the Companies Law to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

For further details of the Issue Mandate, see the paragraph headed “A. Further information about our Company — 3. Resolutions of the Shareholders passed on 21 May 2012” of the section headed “Statutory and General Information” in Appendix VI to this prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

Conditional on conditions stated in the paragraph headed “Conditions” of the section headed “Structure of the Share Offer” in this prospectus, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase

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Shares with an aggregate nominal value of not more than 10% of the total nominal value of the share capital of our Company in issue immediately following the completion of the Share Offer and Capitalisation Issue.

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 recognised 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 paragraph headed “A. Further information about our Company — 6. Repurchase by our Company of its own securities” of the section headed “Statutory and General Information” in Appendix VI to this prospectus.

The Repurchase Mandate will expire:

- at the conclusion of our Company’s next annual general meeting;
- upon the expiration of the period within which our Company is required by applicable laws or the Articles or the Companies Law to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

For further information about the Repurchase Mandate, refer to the paragraph headed “A. Further information about our Company — 3. Resolutions of the Shareholders passed on 21 May 2012” of the section headed “Statutory and General Information” in Appendix VII to this prospectus.