
SHARE CAPITAL

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

HK\$

Authorised share capital:

<u>1,000,000,000</u>	Shares	<u>100,000,000</u>
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Issued and to be issued, fully paid or credited as fully paid:

27,279,980	Shares in issue	2,727,998
185,220,020	Shares to be issued under the Capitalisation Issue	18,522,002
37,500,000	Shares to be issued under the Placing (excluding the Sales Shares and the existing Shares under the Over-allocation Option)	3,750,000
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Total:

<u>250,000,000</u>	Shares	<u>25,000,000</u>
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Pursuant to Rule 11.23(1) of the GEM Listing Rules at the time of listing and at all times thereafter, the Company must maintain the “minimum prescribed percentage” of its issued share capital of the Company in the hands of the public, which in the case of the Company, is not less than 20%.

Assumptions

This table assumes the Placing becomes unconditional.

It takes no account of any of the Shares which may be issued under the Share Option Scheme, or under the general mandate (see below), or which may be bought back by the Company (see below).

Ranking

The Placing Shares will rank pari passu in all respects with all of the Placing Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid on the Placing Shares after the date of this prospectus other than participation in the Capitalisation Issue.

Share Option Scheme

The Company has conditionally adopted the Share Option Scheme. A summary of the main terms of the scheme is set out in the section headed “Statutory and General Information — Share option scheme”.

Under the scheme, full-time employees and executive Directors of the Group may be given options which entitle them to subscribe for the Shares representing up to a maximum of 30% of the issued share capital of the Company from time to time (not counting shares which may be issued under the Scheme).

SHARE CAPITAL

General mandate to issue new Shares

The Directors have been granted a general unconditional mandate (as referred to in the paragraph headed “Resolutions in writing of the sole shareholder of the Company passed on 1st August, 2000 under the section “Statutory and General Information”).) to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

1. 20% of the total nominal amount of the share capital of the Company issued and to be issued (following completion of the Placing and the Capitalisation Issue); and
2. the total amount of the share capital of the Company purchased by the Company under the general mandate to repurchase shares (if any).

The Directors may, in addition to the Shares which they are authorised to issue under the above mandate, allot, issue and deal with Shares under a rights issue, script dividend scheme or similar arrangement or Shares to be issued upon the exercise of options granted under the Share Option Scheme.

This mandate will expire:

- at the end of the Company’s next annual general meeting; or
- at the end of the period within which the Company is required by law or its bye-laws to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of its shareholders in general meeting;

whichever is the earliest.

General mandate to repurchase Shares

If the Placing becomes unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to buy back the Shares with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company issued and to be issued (as set out in the above table).

This mandate only relates to repurchase made on GEM, or on any other stock exchange on which the Shares are listed (and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose), and which are in accordance with the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Statutory and General Information — Repurchase by the Company of its own securities”.

This mandate will expire:

- at the end of the Company’s next annual general meeting; or
- at the end of the period within which the Company is required by law or its bye-laws to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of its shareholders in general meeting;

whichever is the earliest.