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## SHARE CAPITAL

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<i>Authorised share capital:</i>	<i>HK\$</i>
<u>2,000,000,000</u> Shares	<u>200,000,000</u>
 <i>Issued and to be issued, fully paid or credited as fully paid:</i>	
3,000,000 Shares in issue	300,000
<u>100,000,000</u> Shares to be issued pursuant to the Share Offer	<u>10,000,000</u>
<u>103,000,000</u> Shares	<u>10,300,000</u>

*Notes:*

1. **Assumptions**

The table assumes that the Share Offer becomes unconditional. It takes no account of any Shares which may be issued under the Over-allotment Option. If the Over-allotment Option is exercised in full, the Company will have approximately 118,000,000 Shares in issue immediately after completion of the Share Offer.

It does not take into account any Shares which may be allotted and issued pursuant to the exercise of options granted under the Share Option Scheme, or under the general mandate for the allotment and issue of Shares, or which may be repurchased by the Company pursuant to the general mandate to repurchase Shares as described below or otherwise.

2. **Ranking**

The Offer Shares will rank equally with all Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus.

3. **Share Option Scheme**

The Company has conditionally adopted the Share Option Scheme whereby certain selected classes of participants (including without limitation directors and employees of the Company and its subsidiaries) may be granted options to subscribe for Shares. A summary of the principal terms of the scheme is set out in the section headed “Share Option Scheme” in Appendix III to this prospectus.

4. **General mandate to issue new Shares**

The Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares with a total nominal value of not more than 20% of the total nominal amount of the share capital of the Company immediately following completion of the Share Offer and the total amount of the Shares repurchased by the Company under the general mandate to repurchase Shares (if any) or otherwise.

This mandate does not apply to the situations where the Directors allot, issue or deal with the Shares under a rights issue, scrip dividend scheme or similar arrangements, or on the exercise of options granted under the Share Option Scheme.

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This mandate will expire:

- a. at the conclusion of the Company's next annual general meeting; or
- b. at the end of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or
- c. when varied or revoked by an ordinary resolution of the Shareholders in general meeting;

whichever is the earliest.

For further details of this general mandate, see the paragraph headed "Written resolutions of the Shareholders dated 8th February, 2002" under the section headed "Statutory and General Information" in Appendix III to this prospectus.

### 5. General mandate to repurchase the Shares

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 immediately following the Share Offer.

This mandate only relates to repurchases made on the Stock Exchange, 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 Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed "Repurchase by the Company of its own Shares" under the section headed "Statutory and General Information" in Appendix III to this prospectus.

This mandate will expire:

- a. at the conclusion of the Company's next annual general meeting; or
- b. at the end of the period within which the Company's is required by law or the Articles to hold its next annual general meeting; or
- c. when varied or revoked by an ordinary resolution of the Shareholders in general meeting;

whichever is the earliest.