

SHARE CAPITAL

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

Authorised share capital: *HK\$*

1,500,000,000	Shares	15,000,000
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Issued, to be issued, fully paid or credited as fully paid:

100,000	Shares in issue as at the date of this prospectus	1,000
559,900,000	Shares to be issued pursuant to the Capitalisation Issue	5,599,000
240,000,000	Shares to be issued under the Placing	2,400,000

Total:

800,000,000	Shares	8,000,000
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The minimum level of public float to be maintained by the Company at the time of the listing of the Shares and all times thereafter under Rule 11.23(1) of the GEM Listing Rules is 25% of its share capital in issue from time to time.

Notes:

1. Over-allotment Option

If the Over-allotment Option is exercised in full, 36,000,000 additional new Shares will be issued resulting in a total issued share capital of 836,000,000 Shares.

2. Assumptions

This table assumes that the Placing and the Capitalisation Issue become unconditional.

It takes no account of any Share which may be allotted and issued pursuant to the exercise of the Over-allotment Option or options under the Pre-IPO Share Option Scheme and Share Option Scheme or under the general mandate (see below “General Mandate to issue new Shares”).

3. Ranking

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

4. Share option schemes

The Company has conditionally adopted the Pre-IPO Share Option Scheme and Share Option Scheme (see “Pre-IPO Share Option Scheme and Share Option Scheme” under section headed “Directors, Senior Management and Staff”). Summaries of its principal terms are set out in the paragraph headed “Share Option Schemes” in Appendix V to this prospectus.

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Under the Pre-IPO Share Option Scheme, certain Directors and employees of the Group have conditionally been granted options to subscribe for an aggregate of 56,000,000 Shares representing approximately 7% of the issued share capital of the Company immediately after the Placing and the Capitalisation Issue without taking into account the exercise of the Over-allotment Option.

Under the Share Option Scheme, options to subscribe for Shares may be granted to any full time or part time employee, executive, officer or director (including executive and non-executive) of any members of the Group or any supplier, customer, joint venture partner, professional adviser or consultant who, in the sole opinion of the board of Directors, has made or will make contribution which are or may be beneficial to any members of the Group provided that the maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of Shares in issue from time to time.

5. General mandate to allot and issue new Shares

A general unconditional mandate has been granted to the Directors to allot, issue and deal with Shares or securities or options convertible into Shares with a total nominal value of not more than the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Placing and the Capitalisation Issue (including any additional Shares which may be issued pursuant to any exercise of the Over-allotment Option).

This mandate is in addition to the power of the Directors to allot, issue or deal with Shares under a rights issue, an issue of Shares upon the exercise of any subscription rights attached to any warrants or convertible securities, on the exercise of options granted under the Pre-IPO Share Option Scheme or the Share Option Scheme or any other option scheme or other similar arrangements, pursuant to any scrip dividend scheme in accordance with the articles of association of the Company or a specific authority granted by the shareholders of the Company in general meeting.

This mandate will expire:

- (i) at the end of the Company's next annual meeting; or
- (ii) at the end of the period within which the Company is required by applicable law or its articles of association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of shareholders of the Company in general meeting,

whichever is the earliest.

For further details of this general mandate, see the paragraph headed "Written resolutions of all the Shareholders passed on 25th June, 2003 and 20th November, 2003" in Appendix V to this prospectus.