

## SHARE CAPITAL

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The following table is prepared on the basis that the Capitalisation Issue, the Conversion and the Placing become unconditional, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which have been granted under the Pre-IPO Share Option Plan or which may be granted under the Share Option Scheme, or under the general mandate to issue Shares (see the section headed “General mandate to issue Shares” in this section), or which may be repurchased by the Company (see the section headed “General mandate to repurchase Shares” in this section):

HK\$

*Authorised share capital:*

<u>10,000,000,000</u>	Shares	<u>100,000,000</u>
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*Shares in issue or to be issued, paid up or credited as fully paid:*

	880 Shares in issue immediately prior to the completion of the Capitalisation Issue, the Conversion and the Placing	8.80
260,159,120	Shares to be issued pursuant to the Capitalisation Issue	2,601,591.20
51,840,000	Shares to be issued pursuant to the Conversion	518,400
<u>120,000,000</u>	Shares to be issued pursuant to the Placing	<u>1,200,000</u>

*Total Shares in issue and to be issued:*

<u>432,000,000</u>	Shares	<u>4,320,000</u>
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*Note:* If the Over-allotment Option is exercised in full, 13,200,000 additional Shares will be issued resulting in a total number of 445,200,000 Shares being issued with an aggregate nominal value of the issued share capital of HK\$4,452,000.

### Ranking

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

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at the time of listing of the Shares on GEM and at all time thereafter, the Company must maintain the “minimum prescribed percentage” of 25% of the issued share capital of the Company in the hands of the public (as defined in the GEM Listing Rules).

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### SHARE OPTION SCHEME

The Company has adopted the Pre-IPO Share Option Plan and the Share Option Scheme. The principal terms of the Pre-IPO Share Option Plan and the Share Option Scheme are summarised in the sections headed “Share Option Scheme – Summary of the terms of the Pre-IPO Share Option Plan” and “Share Option Scheme – Summary of the terms of the Share Option Scheme” respectively in Appendix VII to this prospectus.

The Company has granted options to five executive Directors, five members of the senior management and two employees of the Group under the Pre-IPO Share Option Plan to subscribe for an aggregate of approximately 13,800,000 Shares, representing approximately 3.19% of the enlarged issued share capital of the Company immediately following the completion of the Capitalisation Issue, the Conversion and the Placing (without taking into account any exercise of the Over-allotment Option or the exercise of the options which have been granted under the Pre-IPO Share Option Plan and may be granted under the Share Option Scheme). The exercise price of these options is equal to the Placing Price.

### GENERAL MANDATE TO ISSUE SHARES

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of Share in issue (as set out in the table under the section headed “Share capital” in this section); and
- (b) the aggregate nominal value of the Share repurchased by the Company under the authority referred to in the section headed “General mandate to repurchase Shares” in this section.

This mandate does not cover the Shares to be allotted, issued or dealt with under, among other things, a rights issue, scrip dividend scheme or similar arrangements, or Shares to be issued upon the exercise of any options granted under the Share Option Schemes.

This mandate will expire:

- (a) at the conclusion of the next annual general meeting of the Company; or
- (b) at the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Articles to be held; or
- (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

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For further details of this general mandate, see the section headed “Written resolutions of the Shareholder(s) passed on 26 September 2005 and 7 October 2005 respectively” in Appendix VII to this prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of the share capital of the Company in issue following the completion of the Capitalisation Issue, the Conversion and the Placing.

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchanges on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Repurchase by the Company of its own securities” in Appendix VII to this prospectus.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company;
- at the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Articles to be held; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.