

---

## SHARE CAPITAL

---

### REGISTERED CAPITAL

The registered capital of the Company as at the Latest Practicable Date was as follows:

Number of Shares	Aggregate nominal value (RMB)
317,121,560 Domestic Shares in issue	317,121,560
<u>202,400,000</u> H Shares in issue	<u>202,400,000</u>
<u>519,521,560</u>	<u>519,521,560</u>

### Transfer of Domestic Shares for listing and trading on overseas stock exchange

According and subject to the stipulations by the State Council securities regulatory authority and the Articles of Association, the Domestic Shares may be transferred to overseas investors, and, subject to the following, such transferred shares may be listed or traded on an overseas stock exchange:

- (i) the transfer and trading of such transferred shares shall have duly completed any requisite internal approval process and obtained the approval from the relevant PRC regulatory authorities, including the CSRC; such transfer and trading shall in all respect comply with the regulations prescribed by the State Council securities regulatory authority;
- (ii) such transfer and trading shall in all respect comply with the regulations, requirements and procedures prescribed by the relevant overseas stock exchange, but the listing or trading of such shares on an overseas stock exchange (including, without limitation, Main Board) are not subject to the approval of a class meeting of Shareholders;
- (iii) In the event that the Domestic Shares are to be transferred to overseas investors and to be traded as H Shares on the Main Board, such transfer and conversion will need to obtain the approval of the relevant PRC regulatory authorities, including the CSRC. The listing of such converted shares on the Main Board will also need to obtain the approval of the Stock Exchange. Any application for listing of the converted shares on the Main Board after this initial listing is subject to prior notification by way of announcement to inform shareholders and the public of any proposed transfer. An application for listing of such shares on the Main Board will be made to the Listing Committee and subject to such conditions as the Listing Committee may require. The Company can apply for the listing of all or any portion of the Domestic Shares on the Main Board as H Shares in advance of any proposed transfer to ensure that the transfer process can be completed promptly upon notice to the Stock Exchange and delivery of such shares for entry on the H Share register; any listing of additional shares after this initial listing on the Main Board is ordinarily considered by the Stock Exchange to be an administrative matter. No application for the listing of such Domestic Shares on the Main Board has been made at the time of this initial listing on the Main Board;
- (iv) the relevant Domestic Shares being removed from the relevant shareholder records of the Company (subject to and in accordance with the requirements of the then prevailing PRC law) and registered in the register of shareholders of the Company created for the purpose of complying with the requirements of the relevant stock exchange. In the event that the

---

## SHARE CAPITAL

---

Domestic Shares are to be transferred to overseas investors and to be traded as H Shares on Main Board, after all the requisite approvals have been obtained, the following procedures will need to be completed: the relevant Domestic Shares will be withdrawn from the PRC share register of the Company and will be re-registered on the Company's H Share register maintained in Hong Kong and the Company's Hong Kong share registrar will be instructed to issue H Share certificates for such shares. Listing of such converted shares on Main Board will also be on the condition that (a) the Company's Hong Kong share registrar lodges with the Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates, and (b) the admission of the converted shares to trade on the Main Board will comply with the the Main Board Listing Rules and the General Rules of CCASS and the CCASS Operational Procedures in force from time to time. Until the transferred shares are re-registered on the Company's H Share register, such shares will not be listed as H Shares;

- (v) in the event that the relevant stock exchange operates a scripless share trading system similar to CCASS and the holder of the relevant shares elect to deposit his shares in such system for trading, such shares may need to be registered under the name of, and represented by the global certificate issued to, the nominee of such trading system.

Except as described above, and in relation to the despatch of notices and financial reports to shareholders, dispute resolution, registration of shares in different parts of the register of shareholders, the method of share transfer and the appointment of dividend-receiving agents, all as provided for in the Articles of Association and summarised in Appendix IV to this document, the Domestic Shares and the H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. The transfer of Domestic Shares is subject to such restrictions as PRC law may impose from time to time.

### GENERAL MANDATE TO ISSUE NEW SHARES

At the Company's annual general meeting held on 10th May, 2007, the Directors were granted general unconditional mandate to allot, issue and deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate number of the Domestic Shares in issue as at the date of passing of the relevant resolution on 10th May, 2007 and with an aggregate nominal amount not exceeding 20% of the aggregate number of the H Shares in issue as at the date of passing of relevant resolution on 10th May, 2007 (which may be revoked at the Extraordinary General Meeting to be held on or about 15th October, 2007).

The above general mandate does not apply to situations where the Directors allot, issue or deal with Shares under a scrip dividend or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares or any share option scheme adopted by the Company and in accordance with the Articles of Association.

This general mandate will expire:

- (1) at the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution on 10th May, 2007;
- (2) the expiry date of the 12-month period following the passing of the relevant resolution on 10th May, 2007; or
- (3) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in the relevant resolution on 10th May, 2007.