
SHARE CAPITAL

The following is a description of the share capital of the Company in issue and to be issued as fully paid or credited as fully paid immediately before and after completion of the International Placing and the Capitalisation Issue:

	<i>US\$</i>
<i>Authorised share capital:</i>	
<u>1,000,000,000</u> Shares	<u>10,000,000.0</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>	
44,440,786 Shares in issue as at the date of this prospectus	444,407.9
399,967,074 Shares to be issued pursuant to the Capitalisation Issue	3,999,670.7
<u>95,600,000</u> Shares to be issued pursuant to the International Placing	<u>956,000.0</u>
<u>540,007,860</u> Shares	<u>5,400,078.6</u>

Notes:

1. Assumptions

This table assumes that the International Placing and the Capitalisation Issue become unconditional and listing occurs. It takes no account of any Shares which may be issued upon the exercise of the options which may be granted under the Share Option Scheme or under the general mandates granted to the Directors described in notes 4 and 5 below.

The minimum level of public float to be maintained by the Company after the listing of the Shares on GEM is (i) 25% of the issued share capital of us in the hands of the public if the market capitalisation does not exceed HK\$4,000 million; or (ii) the higher of (a) the percentage that would result in the market value of the securities to be in public hands equal to HK\$1,000 million (determined at the time of listing); and (b) 20% if the market capitalisation is over HK\$4,000 million of its share capital in issue from time to time.

2. Ranking

The Placing Shares will rank *pari passu* in all respects with all other Shares on the date of issue and allotment of such Shares in issue and, in particular, will rank in full for all dividends and other distributions declared, made or paid after the date of this prospectus except for entitlement under the Capitalisation Issue.

3. Share Option Scheme

The Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in section headed "Share Option Scheme" in Appendix V to this prospectus.

4. General mandate to issue new Shares

We have been conditionally granted a general unconditional mandate to issue, allot and deal with Shares with a total nominal value of not more than the sum of:

- (i) 20% of the aggregate nominal amount of share capital of the Company in issue immediately following completion of the International Placing and the Capitalisation Issue; and
- (ii) the aggregate nominal amount of share capital of the Company repurchased by the Company (if any) pursuant to the repurchase mandate referred to in note 5 below.

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We may, in addition to Shares which they are authorised to issue under the mandate, allot, issue and deal with Shares under a rights issue, scrip dividend scheme or other similar arrangements or Shares to be issued upon the exercise of options granted under the Share Option Scheme.

This mandate will expire:

- (i) at the conclusion of the Company's next annual general meeting; or
- (ii) at the expiration of the period within which the Company is required by the Articles to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of its shareholders in general meeting;

whichever occurs first.

For further details of this general mandate, see the paragraph headed "Written resolutions of all the Shareholders passed on 15 October 2007" in Appendix V to this prospectus.

5. General mandate to repurchase Shares

We have been conditionally granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the International Placing and the Capitalisation Issue.

This general mandate only relates to repurchases made on GEM, or on any other stock exchange on which the Shares are listed (and which are 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 paragraph headed "Repurchase by the Company of its own securities" in Appendix V to this prospectus.

This mandate will expire:

- (i) at the conclusion of the Company's next annual general meeting; or
- (ii) at the expiration of the period within which the Company is required by the Articles or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the its shareholders in general meeting,

whichever occurs first.

For further details of this general mandate, see the paragraph headed "Written resolutions of all the Shareholders passed on 15 October 2007" in Appendix V to this prospectus.

6. Capitalisation Issue

Pursuant to the written resolutions of all the Shareholders passed on 15 October 2007, the Directors have been authorised, conditional on, amongst other matters, the share premium account of the Company being credited as a result of the International Placing, US\$3,999,670.7 of such amount be directed to be capitalised and applied in paying up in full at par 399,967,074 Shares for allotment and issue to holders of Shares whose names appear on the register of members of the Company at the close of business on 23 October 2007 (or as they may direct) in proportion (as nearly as possible without involving fractions) to their then shareholding in the Company.