

## SHARE CAPITAL

<i>Authorised:</i>		<i>HK\$</i>
<u>5,000,000,000</u>	Shares	<u>500,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>		
1,000,000	Shares in issue	100,000
659,000,000	Shares to be issued pursuant to the Capitalisation Issue (including the Sale Shares)	65,900,000
<u>220,000,000</u>	Shares to be issued pursuant to the Share Offer	<u>22,000,000</u>
<i>Total:</i>		
<u>880,000,000</u>	Shares	<u>88,000,000</u>

### Assumptions

The above table assumes that the Share Offer and the Capitalisation Issue become unconditional. It also assumes that the Over-allotment Option has not been exercised.

It takes no account of any Shares which may be issued under the Pre-IPO Share Option Scheme and Share Option Scheme or of any Shares which may be allotted, issued or repurchased by the Company pursuant to the general mandates granted to the Directors as described below.

### Ranking

The Offer Shares will rank *pari passu* in all respects with all Shares in issue or to be issued as set out in the above table, and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus except in respect of the Capitalisation Issue.

### Share Option Scheme

The Company has adopted the Pre-IPO Share Option Scheme and conditionally adopted the Share Option Scheme. Details of the Pre-IPO Share Option Scheme and a summary of the principal terms of the Share Option Scheme are set out in the paragraphs headed "Pre-IPO Share Option Scheme" and "Share Option Scheme" respectively in appendix VI to this prospectus.

### General mandate to issue new Shares

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

1. 20% of the total nominal amount of the share capital of the Company issued and to be issued (as set out in this prospectus); and

---

## SHARE CAPITAL

---

2. the total amount of share capital of the Company repurchased by the Company (if any).

The Directors may, in addition to Shares which they are authorised to issue under the mandate, allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement, or on the exercise of options granted under the Pre-IPO Share Option Scheme and Share Option Scheme.

This mandate will expire:

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

whichever is the earliest.

For further details of this general mandate, see the paragraph headed "Written resolutions of the shareholders of the Company passed on 3rd June, 2002 and 17th June, 2002" in appendix VI to this prospectus.

### **General mandate to repurchase Shares**

The Directors have been granted a general unconditional mandate to exercise all the powers of the Company to buy back Shares with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company issued and to be issued (as set out in this prospectus).

This mandate only relates to repurchases made on the Stock Exchange, or any other stock exchange on which the Shares are listed (and which is recognised by the Securities and Futures Commission in Hong Kong 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" in appendix VI to this prospectus.

This mandate will expire:

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

whichever is the earliest.