

## SHARE CAPITAL

The table below sets out details relating to the Company's share capital as at the Latest Practicable Date and immediately after the completion of the Share Offer:

| <b>Authorised share capital</b>  | <b>Number<br/>of<br/>shares</b> | <b>Amount</b> |
|--|---------------------------------|---------------|
|  | <b>(in millions)</b>            |               |
| Shares (ordinary shares of U.S.\$0.50 each) .....  | 2,632                           | U.S.\$1,316   |
| Non-cumulative preference shares of £1.00 each.....  | 500                             | £500          |
| Non-cumulative preference shares of U.S.\$5.00 each.....   | 300                             | U.S.\$1,500   |
| Non-cumulative preference shares of €1,000 each.....   | 1                               | €1,000        |
| <br>   |                                 |               |
| <b>Issued share capital</b>  |                                 |               |
| Allotted, called-up and fully paid   |                                 |               |
| <b>As at the Latest Practicable Date</b>   |                                 |               |
| Shares (ordinary shares of U.S.\$0.50 each).....   | 1,134                           | U.S.\$567     |
| Non-cumulative preference shares of £1.00 each.....  | 200                             | £200          |
| Non-cumulative preference shares of U.S.\$5.00 each.....   | 1                               | U.S.\$5       |
| Non-cumulative preference shares of €1,000 each.....   | 0                               | €0            |
| <br>   |                                 |               |
| <b>Immediately following completion of the Share Offer (but without taking into account the exercise of the Over-allotment Option)</b> |                                 |               |
| Shares (ordinary shares of U.S.\$0.50 each) .....  | 1,164                           | U.S.\$582     |
| Non-cumulative preference shares of £1.00 each.....  | 200                             | £200          |
| Non-cumulative preference shares of U.S.\$5.00 each.....   | 1                               | U.S.\$5       |
| Non-cumulative preference shares of €1,000 each.....   | 0                               | €0            |

### Assumptions

The details shown in the table above assume that the Share Offer becomes unconditional.

They take no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option or which may fall to be issued pursuant to the exercise of options granted or which may be granted under the Employee Share Schemes, or which may be issued pursuant to conversion of the Bonds or which may be issued or repurchased pursuant to the Issue Mandate, the Repurchase Mandate or the mandate to repurchase preference shares dated 7th October, 2002, as the case may be.

Details in relation to the Bonds, the Repurchase Mandate, the Issue Mandate and the mandate to repurchase preference shares dated 7th October, 2002 are contained in paragraph 1 of Appendix VIII to this prospectus, and details in relation to the Employee Share Schemes are contained in paragraph 6 of Appendix VIII to this prospectus.

### Board Lots

A board lot of the Company's Shares on the Hong Kong Stock Exchange will be 50 Shares.

### Ranking

The Offer 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 rank in full for all dividends and other distributions declared, paid or made on the Shares after the issue of the Offer Shares.