
SHARE CAPITAL

HK\$

Authorised share capital:

1,000,000,000	Shares	100,000,000
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Issued and to be issued, fully paid or credited as fully paid:

2,226,676	Shares in issue (comprising 2,012,915 Shares and 213,761 Shares owned as to successful Gold and the twelve of the Independent Subscribers respectively)	222,668
356,429,505	Shares to be issued to Successful Gold pursuant to the Capitalisation Issue	35,642,950
37,843,819	Shares to be issued to twelve of the Independent Subscribers pursuant to the Capitalisation Issue	3,784,382
<u>78,500,000</u>	Shares to be issued under the Share Offer	<u>7,850,000</u>
<u>475,000,000</u>	Total	<u>47,500,000</u>

Notes:

Assumptions

The above table assumes that the Share Offer and the Capitalisation Issue will become unconditional and the allotment and issue of Shares were made pursuant thereto.

It takes no account of any Shares which may be issued under the general mandate to issue Shares (see below) or Shares which may be repurchased by the Company (see below) or Shares which may be issued upon exercise of the Over-allotment Option.

Ranking

The Offer Shares will rank pari passu with each other, and will qualify in full for all dividends or other distributions declared, made or paid on the Share after the date of this prospectus save with respect to the Capitalisation Issue.

General mandate to allot Shares

The Directors have been granted a general unconditional mandate to exercise all powers of the Company to allot Shares with an aggregate nominal value of not more than 20% of the total nominal amount of the Shares in issue following the completion of the Share Offer and the Capitalisation Issue, including Shares which may be issued upon the exercise of the Over-allotment Option.

This general mandate is in addition to the powers of the Directors to allot, issue or deal with Shares under the rights issue, scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend in accordance with the bye-laws of the Company.

This general 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 any applicable laws or its bye-laws to hold its next annual general meeting; or

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- when varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the first to occur.

Further information of this general mandate is contained in the paragraph headed “Written resolutions of the shareholders of the Company passed on 10 June 2003” in the section headed “Further information about the Company” in Appendix V to this prospectus.

General mandate to repurchase Shares

The Directors have been granted a general mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company in issue immediately following the completion of Share Offer and the Capitalisation Issue.

This general mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognised by the Securities and Futures Commission 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 securities” in the section headed “Further information about the Company” in Appendix V to this prospectus.

This general 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 any applicable laws or its bye-laws to hold its next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest,

whichever is the first to occur.