

SHARE CAPITAL

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The following table is prepared on the basis that the Share Offer and the Capitalisation Issue become unconditional. This table does not take into account Shares which may be issued upon exercise of the Over-allotment Option or upon exercise of any options that may be granted under the Share Option Scheme or under the general mandate to issue new Shares (particulars are set forth under “General mandate given to the Directors to issue new Shares” below) or Shares which may be repurchased by the Company (particulars are set forth under “General mandate given to the Directors to repurchase Shares” below).

HK\$

Authorised share capital:—

<u>1,000,000,000</u>	Shares	<u>10,000,000</u>
<i>Shares in issue or to be issued, paid-up or credited as fully paid:—</i>		
22,000,000	Shares in issue	220,000
278,000,000	Shares to be issued pursuant to the Capitalisation Issue	2,780,000
<u>100,000,000</u>	Shares to be issued pursuant to the Share Offer	<u>1,000,000</u>
<u>400,000,000</u>	Shares	<u>4,000,000</u>

Ranking

The New Shares will rank pari passu in all respects with all Shares in issue and/or to be allotted and issued and will qualify for all dividends or other distributions hereafter declared, paid or made on the Shares save with respect to the Capitalisation Issue.

Pursuant to the written resolutions of all the Shareholders passed on 21 November 2004, conditional on the share premium account of the Company being credited as a result of the New Issue, the Directors were authorised to capitalise HK\$2,780,000 standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 278,000,000 Shares for allotment and issue to the shareholders of the Company on the register of members of the Company at the close of business on 21 November 2004 (or as they may direct) in the following manner:—

<u>Name of Shareholder</u>	<u>No. of Shares to be issued and allotted</u>
Data Dreamland	210,774,545
JATF	50,545,455
Wintech Consultants	16,680,000

GENERAL MANDATE GIVEN TO THE DIRECTORS TO ISSUE NEW SHARES

A general unconditional mandate has been granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:—

- 20% of the aggregate nominal amount of Shares in issue as at the Listing Date and
- the aggregate nominal amount of Shares repurchased by the Company under the authority referred to in the paragraphs headed “General mandate given to the Directors to repurchase Shares” below.

This mandate does not apply to situations where the Directors allot, issue or deal with Shares by way of rights issue, scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of a dividend in accordance with the articles of association of the Company or pursuant to the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares or in issue prior to the date of the passing of the relevant resolution or pursuant to the exercise of options granted under the Share Option Scheme or under the Share Offer on the Over-allotment Option or the Capitalisation Issue.

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 any applicable laws or the articles of association of the Company to hold its next annual general meeting; or
- when varied or revoked or renewed by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth under “Written resolutions of all the shareholders of the Company passed on 21 November 2004” in Appendix VI to this prospectus.

GENERAL MANDATE GIVEN TO THE DIRECTORS TO REPURCHASE SHARES

A general unconditional mandate has been granted to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value of up to 10% of the aggregate nominal amount of the Shares in issue as at the Listing Date.

This mandate only relates to repurchases made on the Main Board, 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 the Listing Rules. A summary of the relevant Listing Rules are set forth under the paragraphs 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 any applicable laws or the articles of association of the Company to hold its next annual general meeting; or
- when varied or revoked or renewed by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth under “Written resolutions of all the shareholders of the Company passed on 21 November 2004” in Appendix VI to this prospectus.