
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 any Shares which may be issued upon exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme or under the general mandate to issue new Shares.

HK\$

<u>30,000,000,000</u>	Shares	<u>300,000,000.00</u>
<i>Shares in issue or to be issued, paid-up or credited as fully paid:–</i>		
4,723,214	Shares in issue	47,232.14
467,598,186	Shares issued pursuant to the Capitalisation Issue	4,675,981.86
<u>168,000,000</u>	Shares to be issued pursuant to the Share Offer	<u>1,680,000.00</u>
<u>640,321,400</u>	Shares	<u>6,403,214.00</u>

Ranking

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

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 the section headed “Summary of the Share Option Scheme” in Appendix VII to this prospectus.

Pursuant to the Share Option Scheme, eligible persons may be granted Options which entitle them to subscribe for Shares representing, when aggregated with any Shares subject to any other scheme of the Company, up to a maximum of 64,032,140 Shares, being 10% of the Shares in issue as at the date of commencement of dealings in the Shares on the Stock Exchange (excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option).

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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 total nominal value of not exceeding:

- 20% of the total nominal amount of Shares in issue and to be issued (as set out in the above table and without taking into account of Shares to be issued pursuant to the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme), and
- the aggregate nominal amount of Shares repurchased by the Company under the authority referred to in the paragraph 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 under a rights issue, scrip dividend scheme or similar arrangement, or Shares to be issued upon the exercise of options to be granted pursuant to the Share Option Scheme.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company; or
- at the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

Particulars of the above general mandate to issue Shares are set forth in the paragraph headed “Written resolutions of all the Shareholders passed on 14 November 2005” in Appendix VII 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 immediately following completion of the Share Offer (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Main Board, or on any other stock exchange on which the Shares listed (and which is 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 relating to repurchases are set forth in the paragraph headed “Repurchase by the Company of its own securities” in Appendix VII to this prospectus.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company; or
- at the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held in; or

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

whichever is the earliest.

Particulars of this general mandate are set forth under the paragraph headed “Written resolutions of all the Shareholders passed on 14 November 2005” in Appendix VII to this prospectus.