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## SHARE CAPITAL

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### SHARE CAPITAL

As at the Latest Practicable Date, our Company had 14,905,000 Shares of €1 each in issue.

Under a shareholder resolution dated 2 December 2009, which was registered with the commercial register on 11 December 2009, our Shareholders approved the capital increase of €5,000,000 of our Company by the issuance of new shares against contribution in cash.

Under a shareholder resolution dated 2 December 2009, which was registered with the commercial register on 11 December 2009, a general mandate was granted to our Management Board. Our Management Board was authorised to increase the share capital of our Company with the approval of our Supervisory Board by up to an amount of €2,981,000 until 30 June 2010 by the issuance of new shares against contribution in cash or in kind once or several times (**Authorised Capital 2009/II**).

### Issued as fully paid upon completion of the Global Offering:

The share capital of our Company immediately following the Global Offering will be as follows:

	(€)
14,905,000 Shares in issue at the date of this prospectus	€14,905,000
5,000,000 Shares issued under the Global Offering	€5,000,000

### RANKING

The Offer 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.

### GENERAL MANDATE TO ISSUE SHARES (AUTHORISED CAPITAL)

Our Shareholders have granted our Management Board an authorisation to increase the share capital of our Company and a general mandate to allot and issue Shares in the course of such increase with the approval of our Supervisory Board once or several times up to the aggregate nominal value of the Shares of €2,981,000, such that the aggregate nominal value of the Shares so allotted and issued will not exceed 20% of the aggregate nominal value of the share capital of our Company in issue as at the date of passing of the resolution.

This general mandate to issue Shares will remain in effect until 30 June 2010.

The above authorisation and general mandate were registered with the commercial register on 11 December 2009.

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### GENERAL MANDATE TO REPURCHASE SHARES

Our Shareholders have also granted our Management Board a general mandate to exercise all our powers to repurchase and cancel Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of our Company's share capital in issue as at the date of passing of the resolution. Based on 14,905,000 Shares in issue as at the date of the Shareholders' approval, our Management Board is authorized to repurchase and cancel up to 1,490,500 Shares.

This mandate only relates to repurchases made on the Hong Kong Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose), and made in connection with all applicable laws and regulations including German laws, and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed "Appendix VIII — Statutory and General Information — A Further Information about our Company — General mandate to repurchase Shares" in this prospectus. Apart from the Listing Rules and relevant laws which are applicable to our Company in the repurchase of our Shares, the general mandate also sets out the lowest and highest price for which the Shares may be repurchased. Subject to the restrictions on repurchase of our Shares as set out in the Listing Rules, the consideration paid by our Company per Share shall not exceed 10% and shall not fall below 10% of the average closing price of our Shares at the electronic trading system at the Main Board of the Hong Kong Stock Exchange during the last three trading days prior to the acquisition of our Shares (excluding the cost of acquisition).

The general mandate to repurchase and cancel Shares will remain in effect until 30 June 2010.

### Expiry of General Mandate

Rule 13.36(3) of the Listing Rules provides that a general mandate given under Rule 13.36(2) shall only continue in force until the earlier of :

- (a) the conclusion of the first annual general meeting of the issuer following the passing of the resolution at which time it shall lapse, unless the mandate is renewed by shareholders in general meeting; or
- (b) revoked or varied by ordinary resolution of the shareholders in general meeting.

Rule 10.06(1)(c)(ii) provides for similar expiry date for general mandate granted to the board of directors for repurchase of the listed issuer's own shares.

Pursuant to the internal rules of our Supervisory Board, our Management Board shall ensure the compliance with the relevant Listing Rules regarding expiry of the general mandates. In the event that an annual general meeting of our Company takes place before the expiry date of the general mandates (i.e. authorised capital) as approved by the shareholders, our Management Board shall procure that a resolution be proposed to and considered by our Shareholders in the annual general meeting of our Company, for (i) revocation and termination of the existing general mandate, or (ii) renewal or grant of a new general mandate with an expiry date determined by our Shareholders.

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For further details of this general mandate, please refer to “Appendix VIII — Statutory and General Information — Further Information about our Company — Resolutions of our Shareholders” and “Appendix VII — Summary of our Constitutional Documents and Internal Rules — C. Internal Rules for our Supervisory Board” of this prospectus.