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## SHARE CAPITAL

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The authorized share capital of our Company immediately before the Global Offering is US\$60,000,000, divided into 6,000,000,000 Shares with a nominal value of US\$0.01 per Share.

Assuming the Over-allotment Option is not exercised, the share capital of our Company immediately after the Global Offering will be as follows:

| <b>Number of Shares</b> | <b>Description of Shares and Shareholders</b>  | <b>Aggregate nominal value of Shares</b> | <b>Approximate percentage of issued share capital</b> |
|-------------------------|--|--|---|
| 3,000,000,000           | Shares in issue at the date of this prospectus | 30,000,000                               | 83%   |
| 597,122,500             | Shares to be issued under the Global Offering  | 5,971,225                                | 17%   |
| <u>3,597,122,500</u>    | Total  | <u>35,971,225</u>                        | <u>100%</u>   |

According to Rule 8.08 of the Listing Rules, at the time of Listing and at all times thereafter, we must maintain the “minimum prescribed percentage” of 25% of our Company’s issued share capital in the hands of the public.

### Public float

Rule 8.08(1)(a) of the Listing Rules requires that at least 25% of the issuer’s total issued share capital must at all times be held by the public. We applied to the Stock Exchange to request the Stock Exchange to exercise, and the Stock Exchange has confirmed that it will exercise its discretion under Rule 8.08(1)(d) of the Listing Rules to accept a lower public float percentage of 20% for us. The above discretion is subject to the condition that we comply with the disclosure requirements under Rule 8.08(1)(d) of the Listing Rules. The Joint Sponsors and us shall be able to demonstrate compliance with Rules 8.08(2) and 8.08(3) of the Listing Rules. We will make appropriate disclosure of the lower prescribed percentage of public float and confirm sufficiency of the public float in our successive annual reports after the Listing. In addition, we will, with a view to ensuring compliance with our obligations under the Listing Rules in relation to the minimum number of our Shares which must be in public hands, (i) monitor our register of members, relevant disclosures made under Part XV of the SFO and other relevant sources of information available to us and (ii) (if at any time we become aware that the number of shares which are in public hands is less than such minimum number) take such steps as are legally available to us to restore the number of shares in public hands to such minimum number.

### Assumptions

The above table assumes that the Global Offering becomes unconditional and will be completed in accordance with the relevant terms and conditions. It, however, takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme, and any Shares which may be allotted and issued, or repurchased by the Company pursuant to the general mandate to issue new Shares and general mandate to repurchase Shares as described below.

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### **Ranking**

The Offer Shares will rank pari passu in all respects with all Shares now in issue or to be issued as mentioned herein, and will rank in full for all dividends or other distributions declared, made or paid on the Shares after the date of this prospectus.

Save as disclosed in this prospectus, no share or loan capital of our Company or any of its subsidiaries is under any option or is agreed conditionally or unconditionally to be put under any option.

### **General mandate to issue new Shares**

A general, unconditional mandate has been granted to our Directors authorizing them to exercise our powers to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued, provided that the aggregate nominal value of the Shares allotted or agreed conditionally or unconditionally to be allotted shall not exceed 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and under the Share Option Scheme).

This mandate does not apply to situations where our Directors allot, issue or deal with the Shares under any rights issue, scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of a dividend on Shares in accordance with the Articles of Association 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 the mandate was granted, or pursuant to the exercise of any options to be granted under the Share Option Scheme or pursuant to the Global Offering or pursuant to a specific authority granted by our Shareholders in general meeting, on behalf of our Company.

This mandate will expire:

- at the conclusion of our next annual general meeting; or
- at the expiration of the period within which our next annual general meeting is required by any applicable law or the Articles of Association to be held; or
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Particulars of this general mandate are set forth under “Shareholders’ Resolutions” in Appendix VII to this prospectus.

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## SHARE CAPITAL

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### **General mandate to repurchase Shares**

A general unconditional mandate has been granted to our Directors authorizing them to exercise all the powers for and on behalf of our Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other approved stock exchange(s) on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, and which are made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set forth under “Repurchase by our Company of our Shares” in Appendix VII to this prospectus.

This mandate will expire:

- at the conclusion of our next annual general meeting; or
- at the expiration of the period within which our next annual general meeting is required by any applicable law or the Articles of Association to be held; or
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

Particulars of this general mandate are set forth under “Shareholders’ Resolutions” in Appendix VII to this prospectus.