

SHARE CAPITAL

The authorized and issued share capital of our Company is as follows:

<i>Authorized share capital:</i>		HK\$
<u>10,000,000,000</u>	Shares of HK\$0.01 each	<u>100,000,000</u>

Assuming the [●] is not exercised, the issued share capital of our Company immediately following completion of the [●] and [●] will be as follows (without taking into account any Shares which may be issued and allotted pursuant to any exercise of the options which have been or may be granted under the [●] Share Option Scheme and the Share Option Scheme):

<i>Issued and to be issued, fully paid or credited as fully paid:</i>		HK\$
200,000,000	Shares in issue at the date of this document	2,000,000
800,000,000	Shares to be issued pursuant to the [●]	8,000,000
333,334,000	Share to be issued pursuant to the [●] (excluding any Shares which may be issued under the [●])	3,333,340
<u>1,333,334,000</u>	Shares	<u>13,333,340</u>

Assuming the [●] is exercised in full, the share capital of our Company immediately following completion of the [●] and [●] will be as follows (without taking into account any Shares which may be issued and allotted pursuant to any exercise of the options which have been or may be granted under the [●] Share Option Scheme and the Share Option Scheme):

<i>Issued and to be issued, fully paid or credited as fully paid:</i>		HK\$
200,000,000	Shares in issue at the date of this document	2,000,000
800,000,000	Shares to be issued pursuant to the [●]	8,000,000
383,334,000	Shares to be issued pursuant to the [●] (inclusive of any Shares which may be issued under the [●])	3,833,340
<u>1,383,334,000</u>	Shares	<u>13,833,340</u>

Assumptions

This table assumes the [●] has become unconditional and the issue of Shares pursuant thereto is made as described herein. It does not take into account (a) Shares which may be allotted and issued upon the exercise of options which have been or may be granted under the [●] Share Option Scheme and the Share Option Scheme; or (b) of any Shares which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below or otherwise.

Ranking

The [●] and the Shares that may be issued pursuant to the [●] shall rank *pari passu* with all existing Shares in issue on the date of the allotment and issue of such Shares, and in particular will be entitled to all dividends or other distributions declared, made or paid after the date of this document except for the [●].

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[●] Share Option Scheme

Our Company has adopted the [●] Share Option Scheme on November 5, 2012. The principal terms of the [●] Share Option Scheme is set out in “E. Share option schemes — [●] Share Option Scheme” in Appendix IV to this document.

Share Option Scheme

Our Company has conditionally adopted the Share Option Scheme on November 5, 2012. A summary of the principal terms of the Share Option Scheme is set out in “E. Share option schemes — Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

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

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the [●] and the [●]; and
- (b) the aggregate nominal value of share capital of our Company repurchased by our Company, if any, under the general mandate to repurchase Shares referred to below.

The aggregate nominal value of the Shares which our Directors are authorized to allot and issue under this mandate will not be reduced by the allotment and issue of Shares pursuant to (i) a rights issue, or (ii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association; or (iii) any specific authority granted by the Shareholders in general meeting(s); or (iv) the exercise of options which may be granted under the Share Option Scheme or any arrangement which may be regulated under [●] of the [●].

This mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting; or
- (b) the expiration of the period within which our Company is required by the applicable Cayman Islands law or the Articles of Association to hold its next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “A Further Information about our Company — Written resolutions of our Shareholders passed on November 5, 2012” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted with a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue following the completion of the [●] and the [●].

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This mandate only relates to repurchases made on the [●], or any other [●] on which the Shares are listed (and which is recognised by the [●] and the [●] for this purpose), and which are made in accordance with all applicable laws and requirements of the [●]. Further information required by the [●] to be included in this document regarding the repurchase of Shares is set out in “A Further Information about our Company — 6. Repurchase by our Company of our own securities” in Appendix IV to this document.

This mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting; or
- (b) the expiration of the period within which our Company is required by the applicable Cayman Island law or the Articles of Association to hold its next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “A. Further Information about our Company — Written resolutions of our Shareholders passed on November 5, 2012” in Appendix IV to this document.