

## SHARE CAPITAL

Assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options or the Post-IPO Share Options, our authorised and issued share capital immediately following the completion of the Spin-off and issuance of Shares pursuant to the RSU Scheme will be as follows:

Authorised share capital		HK\$	
6,000,000,000	Shares . . . . .		3,000,000,000
			<b>Approximate percentage of issued share capital (%)</b>
	<b>Issued and to be issued, fully paid or credited as fully paid upon the completion of the Spin-off</b>	<b>HK\$</b>	
1,440,477,612	Shares in issue as at the date of this prospectus . . . . .	720,238,806	86.91%
216,071,500	Shares to be issued under the Global Offering . . . . .	108,035,750	13.04%
815,000	Shares to be issued pursuant to the RSU Scheme . . . . .	407,500	0.05%
1,657,364,112	Total . . . . .	828,682,056	100.0%

Assuming the Over-allotment Option is exercised in full but without taking into account any Shares to be issued upon the exercise of the Pre-IPO Share Options or the Post-IPO Share Options, our issued share capital immediately following the completion of the Spin-off and issuance of Shares pursuant to the RSU Scheme will be as follows:

Authorised share capital		HK\$	
6,000,000,000	Shares . . . . .		3,000,000,000
			<b>Approximate percentage of issued share capital (%)</b>
	<b>Issued and to be issued, fully paid or credited as fully paid upon the completion of the Spin-off</b>	<b>HK\$</b>	
1,440,477,612	Shares in issue as at the date of this prospectus . . . . .	720,238,806	85.24%
216,071,500	Shares to be issued under the Global Offering . . . . .	108,035,750	12.79%
32,410,500	Shares to be issued pursuant to the Over-allotment Option . . . . .	16,205,250	1.92%
815,000	Shares to be issued pursuant to the RSU Scheme . . . . .	407,500	0.05%
1,689,774,612	Total . . . . .	844,887,306	100.0%

Note:

- (1) The Shares referred to in the above tables have been or will be fully paid or credited as fully paid when issued.

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### RANKING

The Offer Shares are ordinary shares in the share capital of our Company and rank equally with all Shares currently in issue or to be issued, in particular, will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

### GENERAL MANDATE

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

- 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Spin-off (excluding any Shares which may be issued pursuant to the Over-allotment Option or Shares to be issued and allotted pursuant to the exercise of any Pre-IPO Share Options or Post-IPO Share Options); and
- 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 authorised to allot and issue under this general mandate will not be reduced by the allotment and issue of Shares pursuant to (i) a rights issue; (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 Bye-laws; (iii) any specific authority granted by the Shareholders in general meeting(s); or (iv) the exercise of options which may be granted under the Post-IPO Share Option Scheme or any arrangement which may be regulated under Chapter 17 of the Listing Rules.

This mandate will expire at the earliest of:

- the conclusion of our next annual general meeting;
- expiration of the period within which we are required by the Companies Act or the Bye-laws to hold our next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

For further details of this general mandate, see the section headed "Appendix VII — Statutory and General Information — A. Further Information about Our Company — 4. Written Resolutions of the Shareholder passed on 25 November 2013".

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### GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal amount of our share capital in issue or to be issued immediately following the completion of the Spin-off (excluding any Shares which may be issued upon the exercise of the Over-allotment Option or Shares to be issued and allotted pursuant to the exercise of any Pre-IPO Share Options or Post-IPO Share Options).

This mandate only relates to repurchases that are made on the Hong Kong Stock Exchange, or any other approved stock exchange(s) on which the Shares are listed (and which is recognised by the SFC and the Hong Kong Stock Exchange for this purpose), and in accordance with all applicable laws and requirements of the Listing Rules. A summary of the relevant Listing Rules is set forth in "Appendix VII — Statutory and General Information — B. Repurchase of Our Shares".

This mandate will expire at the earliest of:

- the conclusion of our next annual general meeting;
- expiration of the period within which we are required by the Companies Act or the Bye-laws to hold our next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

For further details of this repurchase mandate, see the section headed "Appendix VII — Statutory and General Information — A. Further Information about our Company — 4. Written Resolutions of the Shareholder Passed on 25 November 2013".

### SHARE OPTION SCHEMES

We have conditionally adopted the Pre-IPO Share Option Scheme pursuant to which we granted Pre-IPO Share Options as further described in the section headed "Appendix VII — Statutory and General Information — F. Pre-IPO Share Option Scheme". We have also conditionally adopted the Post-IPO Share Option Scheme as further described in the section headed "Appendix VII — Statutory and General Information — G. Post-IPO Share Option Scheme".

### RSU SCHEME

We have conditionally approved and adopted the RSU Scheme as further described in the section headed "Appendix VII — Statutory and General Information — H. RSU Scheme."