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## SHARE CAPITAL

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The following is a description of the authorised and issued share capital of the Company (i) in issue as at the Latest Practicable Date; and (ii) in issue and to be issued as fully paid or credited as fully paid immediately following the Capital Reorganisation becoming effective, and the completion of the YM Subscription, the New Placing and the Public Offer (without taking into account of any New Shares which may be allotted and issued by the Company pursuant to the exercise of any options which may be granted under the Share Option Scheme):

**(i) As at the Latest Practicable Date**

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>3,000,000,000</u> Shares of HK\$0.1 each	<u>300,000,000.00</u>
 <i>Issued share capital:</i>	
<u>1,001,765,216</u> Shares of HK\$0.1 each	<u>100,176,521.60</u>

**(ii) Immediately following the Capital Reorganisation becoming effective, and the completion of the YM Subscription, the New Placing and the Public Offer**

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>10,000,000,000</u> New Shares of HK\$0.1 each	<u>1,000,000,000.00</u>
 <i>Issued share capital:</i>	
100,176,521 New Shares of HK\$0.1 each immediately upon the Capital Reorganisation becoming effective	10,017,652.10
512,698,586 New Placing Shares to be allotted and issued under the New Placing	51,269,858.60
284,750,000 Subscription Shares to be allotted and issued under the YM Subscription	28,475,000.00
150,264,780 Offer Shares to be allotted and issued under the Preferential Offering on the basis of Assured Entitlement of three (3) Offer Shares for every twenty (20) Shares held on the Record Date (equivalent to two (2) New Shares upon the Capital Reorganisation becoming effective) (assuming all of the Qualifying Shareholders take up their Assured Entitlement)	15,026,478.00
91,440,303 Offer Shares to be allotted and issued under the Public Offer (excluding the Preferential Offering)	9,144,030.30
<u>1,139,330,190</u> New Shares in total	<u>113,933,019.00</u>

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### ASSUMPTIONS

The table as shown above assumes the Public Offer becoming unconditional and the allotment and issue of New Shares pursuant thereto is made as described herein. It does not take into account any New Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme and any New Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate to allot and issue or repurchase New Shares.

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1) of the Listing Rules, upon Resumption and at all times thereafter, the Company must maintain the minimum prescribed percentage of 25% of the total issued share capital of the Company in the hands of the public (as defined in the Listing Rules).

### RANKING

The Offer Shares will be ordinary shares of the Company and will rank *pari passu* in all respects with all the New Shares in issue or to be issued as mentioned in this prospectus and will qualify for all dividends and other distributions declared, paid or made on the New Shares in respect of a record date which falls after the Resumption Date.

### SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the paragraph headed “D. Share Option Scheme” in Appendix V to this prospectus.

### CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Companies Law and the terms of the Memorandum and the Articles of Association, the Company may from time to time by ordinary resolution of shareholders (i) increase its share capital, (ii) consolidate and divide its capital into shares of larger amount, (iii) divide its shares into several classes, (iv) subdivide its shares into shares of smaller amount, and (v) cancel any shares which have not been taken. In addition, the Company may, subject to the provisions of the Companies Law, reduce the share capital or capital redemption reserve by the Shareholders passing a special resolution. For further details, please refer to the paragraph headed “2. Articles of Association – (a) Shares – (iii) Alteration of capital” in Appendix IV to this prospectus.

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Pursuant to the Companies Law and the terms of the Memorandum and the Articles of Association, all or any of the special rights attached to the shares or any class of shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. For further details, please refer to the paragraph headed “2. Articles of Association – (a) Shares – (ii) Variation of rights of existing shares or classes of shares” in Appendix IV to this prospectus.