
SHARE CAPITAL

Authorised share capital:—

HK\$

<u>1,000,000,000</u>	Shares	<u>100,000,000</u>
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Shares issued and to be issued, fully paid or credited as fully paid:—

240,000,000	Shares in issue	24,000,000
<u>60,000,000</u>	Placing Shares to be issued under the Placing	<u>6,000,000</u>

Total:—

<u>300,000,000</u>	Shares	<u>30,000,000</u>
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Assumption

This table assumes that the Placing becomes unconditional and no Shares shall have been issued pursuant to the exercise of the Over-allotment Option and the Share Option Scheme.

Ranking

The Placing Shares will rank equally with all Shares now in issue or to be issued and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus.

General mandate to issue Shares

The Directors have been granted a general unconditional mandate to allot or issue and deal with unissued Shares with an aggregate nominal value of not more than:—

- (a) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue immediately following completion of the Placing; and
- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority referred to in paragraph headed “General mandate to repurchase Shares” below (if any).

The mandate will expire:—

- at the conclusion of the Company’s next annual general meeting; or
- at the expiration of the period within which the Company is required by the Companies Laws or any other applicable laws of the Cayman Islands or its Articles of Association to hold its next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of its shareholders in general meeting,

whichever is the earliest.

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For further details of this general mandate, please see the section headed “Written resolutions of the sole shareholder passed on the Company passed on 20 June, 2000 and 19 September, 2000” in Appendix V to this prospectus.

General mandate to repurchase Shares

The Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10 per cent. of the aggregate nominal value of the share capital of the Company in issue following the completion of the Placing.

This mandate only relates to repurchases made on GEM, or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, in accordance with all applicable laws and/or requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Registrations of the GEM Listing Rules” in Appendix V to this prospectus.

The mandate will expire:—

- at the conclusion of the Company’s next annual general meeting; or
- at the expiration of the period within which the Company is required by the Companies Law or any other applicable laws of the Cayman Islands or its Articles of Association to hold its next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of its shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please see the section headed “Written resolutions of the sole shareholder of the Company passed on 20 June, 2000 and 19 September, 2000” in Appendix V to this prospectus.