

SHARE CAPITAL

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>1,000,000,000</u> Shares	<u>100,000,000</u>
 <i>Issued Shares:</i>	
4,652,823 Shares in issue	465,282.30
 <i>Shares to be issued:</i>	
490,107,177 Shares to be issued under the Capitalisation Issue	49,010,717.70
<u>105,240,000</u> Shares to be issued under the New Issue	<u>10,524,000.00</u>
 <i>Total Shares issued and to be issued:</i>	
<u>600,000,000</u> Shares	<u>60,000,000</u>

The minimum level of public float to be maintained by the Company at all times after listing under the GEM Listing Rules is 25% of its share capital in issue from time to time.

Notes:

1. Assumptions

This table assumes that the Placing and the Capitalisation Issue have become unconditional.

It takes no account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or options granted under the Pre-IPO Share Option Plan or the Share Option Scheme, or which may be allotted and issued under the general mandate granted to the Directors for the allotment and issue of Shares (see Note 4 below), or which may be repurchased by the Company pursuant to the general mandate granted to the Directors for the repurchase of Shares (see Note 5 below).

2. Ranking

The Placing Shares will rank *pari passu* with all Shares in issue or to be issued as mentioned in this prospectus save for the entitlement under the Capitalisation Issue, and will qualify for all dividends and other distributions declared, made or paid on the Shares after the date of this prospectus.

3. Share Option Scheme and Pre-IPO Share Option Plan

The Company has conditionally adopted the Share Option Scheme on 7th December, 2001 a summary of the main terms of which is set out in the section headed "Share options" in Appendix IV to this prospectus. No options have yet been granted under the Share Option Scheme.

The Company adopted the Pre-IPO Share Option Plan on 7th December, 2001 a summary of the main terms of which is set out in the section headed "Share options" in Appendix IV to this prospectus. As at the date of this prospectus, the Company has granted options to subscribe for a total of 60,000,000 Shares representing approximately 10% of the enlarged issue share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue (but before enlargement by the allotment and issue of Shares pursuant to the exercise of the Over-allotment Option and the options granted or to be granted under the Pre-IPO Share Option Plan and the Share Option Scheme). Save for the options which have been granted under the Pre-IPO Share Option Plan and disclosed in this paragraph, no further options will be offered or granted under the Pre-IPO Share Option Plan. The Company has applied to the Stock Exchange for listing of Shares to be issued upon exercise of the options granted under the Pre-IPO Share Plan and to be granted under the Share Option Scheme.

The number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Share Option Plan, the Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time.

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4. General mandate to allot and issue new Shares

The Directors have been granted a general mandate to allot and issue Shares in the share capital of the Company with a total nominal value of not more than the sum of:

- (a) 20% of the total nominal amount of the share capital of the Company in issue immediately following the completion of the Placing and the Capitalisation Issue (such share capital shall include Shares which may be issued upon the exercise of the Over-allotment Option); and
- (b) the total amount of the share capital of the Company repurchased by the Company under the mandate as mentioned in Note 5 below.

The Directors may, in addition to the Shares which they are authorised to issue under this mandate, allot and issue Shares under a rights issue, scrip dividend scheme or similar arrangement or upon the exercise of options granted under the Pre-IPO Share Option Plan and the Share Option Scheme.

This mandate will expire:

- at the conclusion of the Company's next annual general meeting; or
- at the expiry of the period within which the Company is required by Hong Kong law or its articles of association to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.

Further information on this general mandate is contained in the section headed "Shareholders' resolutions of the Company passed on 7th December, 2001" in Appendix IV to this prospectus.

5. General mandate to repurchase Shares

The Directors have been granted a general mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company in issue immediately following the completion of the Placing and the Capitalisation Issue (such share capital shall include Shares which may be issued upon the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed "Repurchase by the Company of its own securities" in Appendix IV to this prospectus.

This mandate will expire:

- at the conclusion of the Company's next annual general meeting; or
- at the expiry of the period within which the Company is required by Hong Kong law or its articles of association to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.

Further information on this general mandate is contained in the section headed "Shareholders' resolutions of the Company passed on 7th December, 2001" in Appendix IV to this prospectus.