
SHARE CAPITAL

The following is a description of the share capital of the Company in issue and to be issued as fully paid or credited as fully paid immediately before and after the completion of the Capitalisation Issue and the Share Offer:

<i>Authorised share capital:</i>		<i>HK\$</i>
<u>10,000,000,000</u>	Shares	<u>100,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>		<i>HK\$</i>
3,089,000	Shares in issue as at the date of this prospectus	30,890
371,911,000	Shares to be issued pursuant to the Capitalisation Issue	3,719,110
<u>125,000,000</u>	Shares to be issued pursuant to the Share Offer	<u>1,250,000</u>
<i>Total:</i>		
<u>500,000,000</u>	Shares	<u>5,000,000</u>

Assumptions

The above table assumes that the Share Offer will become unconditional. It also assumes that the Over-allotment Option has not been exercised.

It takes no account of any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme or of any Shares which may be allotted, issued or repurchased by the Company pursuant to the general mandates granted to the Directors for the allotment and issue of Shares and the repurchase of Shares as referred to below.

Ranking

The Offer Shares will rank equally in all respects with all Shares in issue or to be issued as set out in the above table, and will qualify for all dividends or other distributions declared, made or paid on, or any other rights and benefits attaching to or accruing from, the Shares after the date of this prospectus.

Share Option Scheme

The Group has conditionally adopted the Share Option Scheme whereby certain selected classes of participants (including, without limitation, directors, employees, advisers, consultants, suppliers, customers and agents of the Company or its subsidiaries) may be granted options to subscribe for Shares. The principal terms of the Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix V to this prospectus.

General mandate to issue Shares

The Directors have been granted a general unconditional mandate to allot, issue and deal with unissued 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 the Company in issue and to be issued (as set out in the table above); and

SHARE CAPITAL

- (b) the aggregate nominal value of share capital of the Company repurchased by the Company (if any) under the general mandate to repurchase Shares referred to below.

The Directors may, in addition to Shares which they are authorised to issue under the mandate, allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement, or on the exercise of options granted under the Share Option Scheme.

This mandate will expire at the earliest of:

- (a) the conclusion of the Company's next annual general meeting; or
- (b) the expiration of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or
- (c) the date on which such mandate is varied or revoked by an ordinary resolution of its shareholders in general meeting.

For further details of this general mandate, see the sub-paragraph headed "Written Resolutions of the Shareholders passed on 13th June, 2005" 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% of the aggregate nominal amount of the share capital of the Company in issue and to be issued (as set out in the table above).

This mandate only relates to repurchases made on the Stock Exchange, or 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 all applicable laws and/or requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed "Repurchase by the Company of its own securities" in Appendix V to this prospectus.

This mandate will expire at the earliest of:

- (a) the conclusion of the Company's next annual general meeting; or
- (b) the expiration of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or
- (c) the date on which such mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.