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## SHARE CAPITAL

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*Authorised share capital:*

5,000,000,000	Shares	500,000,000.00
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*Issued shares:*

2,422,688	Shares in issue as at the date of this prospectus	242,268.80
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*Shares to be issued:*

150,000,000	Shares to be issued under the Share Offer	15,000,000.00
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847,577,312	Shares to be issued to existing shareholders of the Company upon the Capitalisation Issue	84,757,731.20
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*Total:*

<u>1,000,000,000</u>	Shares	<u>100,000,000.00</u>
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Under the GEM Listing Rules, the minimum level of public float to be maintained by the Company at all times after listing is 15 per cent. of the share capital in issue from time to time.

*Notes:*

**Assumption**

This table assumes that the Share Offer becomes unconditional.

It takes no account of any Shares which may be issued under the general mandate to issue Shares (see below) or Shares which may be repurchased by the Company (see below) or Shares which may be issued upon exercise of the Over-allotment Option or of options granted under the Share Option Scheme or upon conversion of the Additional Convertible Note.

**Ranking**

The Offer 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, except that the registered holders of the Offer Shares will not be entitled to any Shares to be issued pursuant to the Capitalisation Issue.

**Share Option Scheme**

The Company has conditionally adopted a Share Option Scheme. A summary of the principal terms of the scheme is set out under "Share Option Scheme" in Appendix VI to this prospectus.

Under the scheme, full-time employees and executive directors of the Group may be granted options which entitle them to subscribe for Shares representing up to a maximum of 30 per cent. in nominal value of the issued share capital of the Company from time to time (excluding Shares allotted and issued pursuant to exercise of options granted under the Share Option Scheme).

Save as mentioned above and apart from the Additional Convertible Note, the Company does not have any options or securities in issue which are convertible or exchangeable into Shares.

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### General mandate to issue Shares

Subject to the Share Offer becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with (otherwise than by way of rights issues or scrip dividend schemes or other similar arrangements in accordance with the bye-laws of the Company or pursuant to the exercise of any options which may be granted under the Share Option Scheme) 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 the completion of the Share Offer and the Capitalisation Issue (such share capital shall include the Shares which may be issued pursuant to the exercise of the Over-allotment Option); and
- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any).

The mandate will remain in effect until:

- the conclusion of the next annual general meeting of the Company; or
- the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the bye-laws of the Company to be held; or
- it is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting,

whichever is the earliest.

For further details of this general mandate, see "Shareholders' resolutions of the Company passed on 16th June, 2000" in Appendix VI to this prospectus.

### General mandate to repurchase Shares

Subject to the Share Offer becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal amount of not more than 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue immediately following the completion of the Share Offer and the Capitalisation Issue; and the aggregate nominal value of the share capital of the Company which may be issued pursuant to 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 Securities and Futures Commission and the Stock Exchange for this purpose), and which are in accordance with all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out under "Repurchase by the Company of its own Shares" in Appendix VI to this prospectus.

The mandate will remain in effect until:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the bye-laws of the Company to be held; or
- it is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

whichever is the earliest.