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## SHARE CAPITAL

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*Authorised share capital:*

2,000,000,000 Shares HK\$2,000,000,000

*Issued share capital:*

1,040,664,846 Shares in issue at the date of this document HK\$1,040,664,846

### **Assumption**

The above table takes no account of any Shares which may be issued under the Share Option Schemes, the Company's general mandate or otherwise or which may be bought back by the Company. Please refer to the sub-sections headed "Share Option Schemes", "General mandate to issue Shares" and "General mandate to repurchase Shares" below for further details.

### **Share Option Schemes**

The Company has conditionally adopted the Pre-Listing Scheme and conditionally offered to grant share options thereunder to subscribe for 36,423,269 Shares, representing approximately 3.5 per cent. of the issued share capital of the Company, to a number of grantees, being full time employees and the Chief Executive of the Company. A summary of the principal terms of the Pre-Listing Scheme and particulars of the options offered are set out in the section headed "Share Option Schemes" in Appendix IV to this document. No further options will be offered or granted under the Pre-Listing Scheme.

The Company has conditionally adopted the Post-Listing Scheme, the principal terms of which are summarised in the section headed "Share Option Schemes" in Appendix IV to this document, under which options to subscribe for up to 10 per cent. in aggregate of the nominal value of the issued share capital of the Company in issue from time to time (excluding Shares to be issued pursuant to the exercise of options granted under the Post-Listing Scheme, Pre-Listing Scheme or any such other scheme) may be granted to the executive director(s) and employees of the Group.

### **General mandate to issue Shares**

The Directors have been granted a general mandate to allot, issue and deal with unissued Shares with an aggregate nominal amount of not more than the aggregate of:

- (a) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on 31st May, 2000; and
- (b) the aggregate nominal amount of the share capital of the Company repurchased by the Company (if any).

This mandate does not cover the Shares to be allotted, issued or dealt with under a rights issue, scrip dividend scheme or similar arrangement, or on the exercise of options granted under the Share Option Schemes.

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The mandate will expire:

- at the conclusion of the next annual general meeting of the Company;
- at the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- on the date of the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors,

whichever occurs first.

Further details of the general mandate are set out in the section headed “The Company” in Appendix IV to this document.

### **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 an aggregate nominal amount not exceeding 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on 31st May, 2000.

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the securities of the Company may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange. A summary of the relevant Listing Rules is set out in the section headed “Repurchase of the Company’s Securities” in Appendix IV to this document.

The mandate will expire:

- at the conclusion of the next annual general meeting of the Company;
- at the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- on the date of the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors,

whichever occurs first.