
SHARE CAPITAL

SHARE CAPITAL OF OUR COMPANY

The authorised and issued share capital of our Company is as follows:

	Aggregate nominal value HK\$
Authorised share capital:	
1,500,000,000 Shares as at the date of this listing document	15,000,000
Shares issued or to be issued, fully paid or credited as fully paid:	
2 Shares in issue as at the date of this listing document	0.02
<u>234,544,748</u> Shares to be issued pursuant to the Distribution	<u>2,345,447.48</u>
<u>234,544,750</u>	<u>2,345,447.50</u>

Assumptions

The above table assumes that (a) the Listing becomes unconditional; and (b) the total number of China Aluminum Cans Shares in issue remains unchanged from the Latest Practicable Date to the Distribution Record Date, and takes no account of (i) any Shares which may be allotted and issued pursuant to the exercise of the Pre-IPO Share Options and any options that have been or may be granted under the Share Option Scheme; (ii) any Shares which may be allotted and issued or repurchased by our Company pursuant to the Issue Mandate and the Repurchase Mandate; (iii) any China Aluminum Cans Shares that may be allotted and issued upon the exercise of the China Aluminum Cans Share Options; and (iv) any China Aluminum Cans Shares which may be issued upon the exercise of any conversion right attached to the Convertible Notes.

As at the Latest Practicable Date, there were (i) China Aluminum Cans Share Options which entitled the holders thereof to subscribe for 800,000 China Aluminum Cans Shares; and (ii) Convertible Notes which entitle the holder thereof to exercise the conversion rights attached thereto and subscribe for 251,690,222 China Aluminum Cans Shares. For illustrative purpose, assuming all the China Aluminum Cans Share Options and the Convertible Notes were exercised or converted on or before the Distribution Record Date, the issued share capital of our Company immediately before completion of the Listing shall be HK\$2,976,673.05 divided into 297,667,305 Shares of HK\$0.01 each.

SHARE CAPITAL

MINIMUM PUBLIC FLOAT

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

RANKING

Our Shares are ordinary shares in the share capital of our Company and will rank equally in all respects with each other, and will qualify for all dividends, income and other distributions declared, made or paid and any other rights and benefits attaching or accruing to our Shares following completion of the Spin-off.

GENERAL MANDATE TO ISSUE SHARES

Subject to the Listing becoming unconditional, our Directors have been granted a general mandate to allot and issue Shares, details of which are set out in the section headed “Appendix V — Statutory and general information — A. Further information about our Company — 4. Written resolutions of the sole Shareholder” in this listing document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Listing becoming unconditional, our Directors have been granted a general mandate to repurchase Shares, details of which are set out in the sections headed “Appendix V — Statutory and general information — A. Further information about our Company — 4. Written resolutions of the sole Shareholder” and “Appendix V — Statutory and general information — A. Further information about our Company — 6. Repurchase by our Company of our own securities” in this listing document.

SHARE OPTION SCHEME

We have conditionally adopted the Pre-IPO Share Option Scheme and the Share Option Scheme. Details of the principal terms are summarised in the section headed “Appendix V — Statutory and general information” in this listing document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

The circumstances under which general meeting and class meeting are required are provided in the Articles of Association. For details, please see the section headed “Appendix IV — Summary of the constitution of our Company and Cayman Islands company law” in this listing document.