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## SHARE CAPITAL

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<i>Authorised:</i>		<i>HK\$</i>
<u>2,000,000,000</u>	Shares	<u>200,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>		<i>HK\$</i>
480,000,000	Shares in issue	48,000,000
<u>120,000,000</u>	Shares to be issued pursuant to the Placing	<u>12,000,000</u>
<u>600,000,000</u>	Shares	<u>60,000,000</u>

*Notes:*

### **Minimum Public Float**

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at the time of listing and at all times thereafter, the Company must maintain the “minimum prescribed percentage” of its issued share capital in the hands of the public which, in the case of the Company, is not less than 20%.

### **Assumptions**

This table assumes that the Placing becomes unconditional. It takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option or of any options granted under the Share Option Scheme, or which may be allotted and issued under the general mandate to allot, issue and deal with Shares (see below), or which may be bought by the Company pursuant to the share repurchase mandate (see below).

### **Ranking**

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

### **Share Option Scheme**

The Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in paragraph headed “Share Option Scheme” of Appendix IV to this prospectus.

Under the Share Option Scheme, options to subscribe for Shares may be granted to executive Directors and full-time employees of the Group provided that the aggregate nominal value of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed, when aggregated with any Shares subject to any other share option schemes of the Company, 30% of the aggregate nominal value of all the issued Shares from time to time (excluding Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme).

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

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with Shares or securities convertible into shares in the capital of the Company with a total nominal value of not more than the sum of:

- (i) 20% of the aggregate nominal amount of Shares in issue immediately following the completion of the Placing, plus such number of Shares as may be issued upon the exercise of the Over-allotment Option; and
- (ii) the aggregate nominal amount of Shares repurchased by the Company under the authority referred to in the paragraph headed “General mandate to purchase Shares” below.

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This mandate is in addition to the power of the Directors to 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:

- (i) at the conclusion of the Company's next annual general meeting; or
- (ii) at the end of the period within which the Company is required by law or its articles of association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Company's shareholders in general meeting,

whichever occurs first.

For further details of this general mandate, see the paragraph headed "Further information about the Company" in Appendix IV to this prospectus.

### **General mandate to purchase Shares**

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to purchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the Shares in issue immediately following the completion of the Placing, plus such number of Shares as may be issued upon the exercise of the Over-allotment Option.

This mandate only relates to purchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which are 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 in the paragraph headed "Repurchase by the Company of its own securities" in Appendix IV to this prospectus.

This mandate will expire:

- (i) at the conclusion of the Company's next annual general meeting; or
- (ii) at the end of the period within which the Company is required by law or its articles of association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Company's shareholders in general meeting,

whichever occurs first.

For further details of this general mandate, see the paragraph headed "Further information about the Company" in Appendix IV to this prospectus.