
SHARE CAPITAL

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The share capital of our Company immediately following the Share Offer and the Capitalisation Issue will be as follows:

	<i>HK\$</i>
<i>Authorised share capital:</i>	
1,000,000,000 Shares of HK\$0.01 each	10,000,000
<i>Issued and to be issued, fully paid or credited as fully paid</i>	
10,000,000 Shares in issue at the date of this prospectus	100,000
140,000,000 Shares to be issued pursuant to the Capitalisation Issue	1,400,000
50,000,000 Shares to be issued pursuant to the Share Offer	500,000
200,000,000 Shares	2,000,000
200,000,000 Shares	2,000,000

Assumptions

This table assumes the Share Offer has become unconditional and the issue of Shares pursuant thereto is made as described herein. It takes into no account of any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme or of any Shares which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below or otherwise.

Ranking

The Offer Shares and the Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme will rank equally with all of the Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid on the Shares after the date of this prospectus except for the Capitalisation Issue.

Share Option Scheme

Our Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the paragraph headed "Other information – 15. Share Option Scheme" in Appendix IV to this prospectus.

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General mandate to issue Shares

Conditional on the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- i. 20% of the aggregate nominal value of our share capital in issue immediately following completion of the Share Offer and the Capitalisation Issue excluding any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme; and
- ii. the aggregate nominal value of our share capital repurchased by our Company (if any) pursuant to the repurchase mandate (as referred to below).

The allotment and issue of Shares under a rights issue or pursuant to the exercise of any subscription rights, warrants which may be issued by our Company from time to time, scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, or on the exercise of the options granted under the Share Option Scheme do not generally require the approval of shareholders of our Company in general meeting and the aggregate nominal amount of Shares which our Directors are authorised to allot and issue pursuant to this mandate will not be reduced by the allotment and issue of such Shares.

This general mandate to issue Shares will expire:

- at the conclusion of our next annual general meeting;
- upon the expiration of the period within which our next general meeting is required by the Articles or any applicable laws to be held; or
- at the date on which such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, see the paragraph headed “Further information about our Group – 3. Resolutions in writing of the sole Shareholder passed on 18 October 2013” in Appendix IV to this prospectus.

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General mandate to repurchase Shares

Conditional on the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal value of the our share capital in issue immediately following completion of the Share Offer and the Capitalisation Issue, excluding Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme. 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 SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Further information about our Group – 7. Repurchase by our Company of our own securities” in Appendix IV to this prospectus.

This mandate will expire:

- at the conclusion of our next annual general meeting;
- upon the expiration of the period within which our next annual meeting is required by the Articles or any applicable laws to be held; or
- at the date on which such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting;

whichever is the earliest.

For further details of this general mandate, see the paragraph headed “Further information about our Group – 3. Resolutions in writing of the sole Shareholder passed on 18 October 2013” in Appendix IV to this prospectus.