

SHARE CAPITAL

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The following tables set forth information with respect to the share capital of our Company after completion of [REDACTED] and [REDACTED] (without taking into account of any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme or Shares which may be issued upon the exercise of [REDACTED] or 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). All our Shareholders have the same voting right per Share.

Authorised Share Capital: HK\$

<u>[400,000,000]</u>	Shares of HK\$0.01 each	<u>[4,000,000]</u>
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Shares issued and to be issued, fully paid or credited as fully paid:

10,000	Shares in issue as at the date of this document	100
<u>[REDACTED]</u>	Shares to be issued pursuant to [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares to be issued pursuant to [REDACTED]	<u>[REDACTED]</u>

Total Shares issued and to be issued upon completion of [REDACTED] and [REDACTED]:

<u>[REDACTED]</u>	Shares	<u>[REDACTED]</u>
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If [REDACTED] is exercised in full, then [[REDACTED]] additional Shares will be issued, resulting in a total enlarged issued share capital of HK\$[[REDACTED]] divided into [[REDACTED]] Shares of HK\$0.01 each.

ASSUMPTIONS

The table above assumes that [REDACTED] becomes unconditional and the issue of Shares pursuant to [REDACTED] is made. It does not take into account any Shares which may be (a) issued pursuant to the exercise of any options which may be granted under the Share Option Scheme; (b) issued upon the exercise of [REDACTED]; and (c) 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 in the paragraphs headed “General mandate to issue shares” and “General mandate to repurchase shares” in this section below.

[REDACTED]

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RANKING

[REDACTED] will rank pari passu in all respects with all the Shares now in issue or to be issued as set out in the above table, and, in particular, will qualify and rank equally for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after [REDACTED] save for any entitlement to [REDACTED].

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarised in the section headed “Statutory and General Information – D. Share Option Scheme” as set out in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to [REDACTED] become unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of [REDACTED] and [REDACTED] (excluding any Shares which may fall to be issued pursuant to [REDACTED]); and
- (b) the aggregate nominal value of share capital of our Company repurchased by our Company pursuant to the authority granted to our Directors referred to in the paragraph headed “General mandate to repurchase shares” below.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or pursuant to the exercise of the options which may be granted under the Share Option Scheme or [REDACTED].

This general mandate to issue Shares will remain in effect until whichever is the earliest of:

- (a) the conclusion of our Company’s next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which our Company is required by laws or the Articles of Association to hold its next annual general meeting; or
- (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

Further details of this general mandate are set out in the section headed “Statutory and General Information – A. Further information about our Company – 4. Written resolutions of our Shareholders passed on [23 March 2015]” in Appendix IV to this document.

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GENERAL MANDATE TO REPURCHASE SHARES

Subject to [REDACTED] become 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 aggregate nominal amount of the share capital of our Company in issue or to be issued immediately following completion of [REDACTED] and the [REDACTED] (excluding any Shares which may fall to be issued pursuant to [REDACTED]).

This mandate only relates to repurchases made on the Stock Exchange, or any other approved stock exchange(s) on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and/or requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Statutory and General Information – A. Further information about our Company – 6. Repurchase by our Company of its own securities” in Appendix IV to this document.

The general mandate to repurchase Shares will remain in effect until whichever is the earliest of:

- (a) the conclusion of our Company’s next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which our Company is required by laws or Articles of Association to hold its next annual general meeting; or
- (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

For further details of this repurchase mandate, please refer to the section headed “Statutory and General Information – A. Further information about our Company – 4. Written resolutions of our Shareholders passed on [23 March 2015]” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING IS REQUIRED

Our Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 months (or such longer period as may be authorised by the Stock Exchange) shall elapse between the date of one annual general meeting of our Company and that of the next.

All general meetings other than annual general meetings shall be called extraordinary general meetings. Our Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of our Company having the right of voting at general meetings. Such requisition shall be made in writing to our Board or company secretary for the purpose of requiring an extraordinary general meeting to be called by our Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If our Board fails to proceed to convene such meeting within 21 days of such deposit, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of our Board shall be reimbursed to the requisitionist(s) by our Company.