

SHARE CAPITAL

Assuming the Offer Size Adjustment Option is not exercised at all, and without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme, our issued share capital immediately following the Share Offer and the Capitalisation Issue will be as follows:

<i>Authorised share capital:</i>	<i>HK\$</i>
2,000,000,000 Shares	20,000,000
<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the Share Offer and the Capitalisation Issue:</i>	
	<i>HK\$</i>
1,000,000 Shares in issue at the date of this prospectus	10,000
224,000,000 Shares to be issued pursuant to the Capitalisation Issue	2,240,000
<u>75,000,000</u> Shares to be issued pursuant to the Share Offer	<u>750,000</u>
<i>Total:</i>	
<u><u>300,000,000</u></u> Shares	<u><u>3,000,000</u></u>

Assuming the Offer Size Adjustment Option is exercised in full, and without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme, our issued share capital immediately following the Share Offer and the Capitalisation Issue will be as follows:

<i>Authorised share capital:</i>	<i>HK\$</i>
2,000,000,000 Shares	20,000,000
<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the Share Offer and the Capitalisation Issue:</i>	
	<i>HK\$</i>
1,000,000 Shares in issue at the date of this prospectus	10,000
224,000,000 Shares to be issued pursuant to the Capitalisation Issue	2,240,000
75,000,000 Shares to be issued pursuant to the Share Offer	750,000
<u>11,250,000</u> Shares to be issued upon exercise of the Offer Size Adjustment Option in full	<u>112,500</u>
<i>Total:</i>	
<u><u>311,250,000</u></u> Shares	<u><u>3,112,500</u></u>

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RANKING

The Offer Shares will rank pari passu in all respects with all the Shares now in issue or to be issued as mentioned in this prospectus, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of Listing other than participation in the Capitalisation Issue.

CAPITALISATION ISSUE

Pursuant to the resolutions of our sole Shareholder passed on 11 September 2012, subject to the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the issue of Offer Shares pursuant to the Share Offer, our Directors are authorised to allot and issue a total of 224,000,000 Shares credited as fully paid at par to the holder(s) of Shares on the register of members of our Company at the close of business on 10 September 2012 (or as they may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalisation of the sum of HK\$2,240,000 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the existing issued Shares.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the paragraph headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or any exercise of the Offer Size Adjustment Option, or any exercise of option to be granted under the Share Option Scheme, or a specific authority granted by our Shareholders) shall not exceed:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Share Offer and the Capitalisation Issue (excluding Shares which may be issued under the Offer Size Adjustment Option or pursuant to the exercise of the options which may be granted under the Share Option Scheme); and
- (b) the aggregate nominal value of the share capital of our Company repurchased pursuant to the authority granted to our Directors referred to in the paragraph headed “General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company’s next annual general meeting is required to be held by any applicable laws or the Memorandum of Association and Articles of Association; or

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- (c) it is varied or revoked by an ordinary resolution of our Shareholders at general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the section headed “Further Information about our Company — Written resolutions of our sole Shareholder passed on 11 September 2012” in Appendix V to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on conditions as stated in paragraph headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” of this prospectus, our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares (Shares which may be listed on the Stock Exchange or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose) with an aggregate nominal value of not more than 10% of the aggregate nominal value of our Company’s share capital in issue immediately following the completion of the Share Offer and the Capitalisation Issue (excluding Shares which may be issued under the Offer Size Adjustment Option or pursuant to the exercise of the 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 may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Further Information about our Company — Repurchases of our Shares by our Company” in Appendix V to this prospectus.

The general mandate to repurchase Shares will remain in effect until:

- (i) the conclusion of our Company’s next annual general meeting;
- (ii) the expiration of the period within which our Company’s next annual general meeting is required to be held by any applicable laws or the Memorandum of Association and Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the section headed “Further Information about our Company — Written resolutions of our sole Shareholder passed on 11 September 2012” in Appendix V to this prospectus.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarised in the paragraph headed “Share Option Scheme” as set out in Appendix V to this prospectus.

Our Group does not have any outstanding share options, warrants, convertible instruments, pre-IPO share options or similar rights convertible into the Shares as at the Latest Practicable Date.