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## SHARE CAPITAL

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The authorised and issued share capital of the Company are as follows:

*Number of Shares comprised in the authorised share capital:*

<u>Shares</u>	<u>HK\$</u>
500,000,000 Shares of HK\$0.10 each	50,000,000

(a) assuming the Over-allotment Option is not exercised, the share capital of the Company immediately following the Global Offering will be as follows:

<u>Shares</u>	<u>HK\$</u>	
4,000,000	Shares in issue upon the completion of the Reorganisation	400,000
146,000,000	Shares to be issued pursuant to the Capitalisation Issue	14,600,000
50,000,000	Shares to be issued under the Global Offering	5,000,000
Total	<u>200,000,000</u>	<u>20,000,000</u>

(b) assuming the Over-allotment Option is exercised in full, the Company's share capital immediately following the Global Offering will be as follows:

<u>Shares</u>	<u>HK\$</u>	
4,000,000	Shares in issue upon the completion of the Reorganisation	400,000
146,000,000	Shares to be issued pursuant to the Capitalisation Issue	14,600,000
50,000,000	Shares to be issued under the Global Offering	5,000,000
7,500,000	Shares to be issued under the Over-allotment Option	750,000
Total	<u>207,500,000</u>	<u>20,750,000</u>

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### Assumptions

The above tables assume that the Global Offering becomes unconditional. It takes no account of Shares which may be allotted and issued or repurchased by the Company pursuant to the Issuing Mandate and Repurchase Mandate as described below and any Shares which may be issued pursuant to any exercise of any options granted under the Share Option Schemes.

### Ranking

The Offer Shares will rank pari passu in all respects with all other Shares in issue as mentioned in this Prospectus, and in particular, will rank in full for all dividends and other distributions hereafter declared, paid or made on the Shares after the date of this Prospectus save for entitlements to the Capitalisation Issue.

### GENERAL MANDATE TO ISSUE SHARES

Our Directors have been granted a general unconditional mandate (the “Issuing Mandate”) to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of:

- (i) 20% of the aggregate nominal amount of the Company’s share capital in issue immediately following completion of the Global Offering and the Capitalisation Issue (without taking into consideration of any Shares to be issued upon exercise of the Over-allotment Option and any options granted under the Share Option Schemes); and
- (ii) the aggregate nominal amount of the Company’s share capital repurchased by the Company (if any) pursuant to the Repurchase Mandate.

Our Directors may, in addition to the Shares which they are authorised to issue under the mandate, allot, issue and deal in the Shares pursuant to a rights issue, or any scrip dividend shares or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association.

The mandate will expire:

- at the conclusion of the Company’s next annual general meeting;
- upon the expiry of the period within which the Company is required by applicable laws or the Articles of Association to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever occurs first.

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## SHARE CAPITAL

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For further details, please refer to the section headed “1. Further information about the Company and its subsidiaries – C. Resolutions in writing of the sole Shareholder of the Company passed on 22 October 2012” in Appendix V to this Prospectus.

### GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted a general unconditional mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase Shares with an aggregate nominal amount of not more than 10% of the total nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue (without taking into consideration any Shares to be issued upon exercise of the Over-allotment Option and any options granted under the Share Option Schemes).

This mandate relates only to repurchases made on the Stock Exchange and/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 made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “5. Repurchase by the Company of its own securities” in Appendix V to this Prospectus.

This mandate will expire:

- at the conclusion of the Company’s next annual general meeting;
- upon the expiry of the period within which the Company is required by applicable laws or the Articles of Association to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever occurs first.

For further information about this Repurchase Mandate, please refer to the section headed “1. Further information about the Company and its subsidiaries – C. Resolutions in writing of the sole Shareholder of the Company passed on 22 October 2012” in Appendix V to this Prospectus.