

A. FURTHER INFORMATION ABOUT OUR COMPANY**1. Incorporation of our Company**

Our Company was incorporated in the Cayman Islands under the Cayman Companies Law as an exempted company with limited liability on 5 October 2006. Our principal place of business in Hong Kong is at Shop 102, 1/F, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong and we were registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance on 6 June 2013. Mr. Sheldon Trainor-DeGirolamo and Mr. Tong Ka Wing, Carl have been appointed as the authorized representatives of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was incorporated in the Cayman Islands, we operate subject to the Cayman Companies Law and to our constitution. Our constitution comprises the Memorandum and the Articles. See “Appendix IV — Summary of the Constitution of our Company and Cayman Companies Law” for a summary of the various parts of our constitution and relevant aspects of the Cayman Companies Law.

2. Changes in the Share Capital of Our Company

As at the date of incorporation, our Company was incorporated with an authorized share capital of HK\$50,000 divided into 500,000 Shares of par value HK\$0.10 each. The following alterations in the share capital of our Company have since taken place:

On 5 October 2006, our Company issued one Share to Codan Trust Company (Cayman) Limited credited as fully paid. On 5 October 2006, Codan Trust Company (Cayman) Limited transferred the one issued Share to David Chow for a consideration of HK\$0.10.

On 20 December 2006, the authorized share capital of our Company was re-denominated and increased to HK\$715,167,500 divided into (i) 3,366,550,000 Shares; and (ii) 3,785,125,000 Non-redeemable Preferred Shares. On the same day, (i) our Company issued and allotted to All Landmark, Elite Success and Grand Bright 877,499,999, 292,500,000, and 682,500,000 Shares, respectively, in consideration for all¹ the issued capital they then held in Hong Hock; (ii) David Chow and Elite Success subscribed at par value of HK\$0.10 for 1,137,500,000 and 260,000,000 Non-redeemable Preferred Shares; and (iii) a Syndicated Investor (as defined in the section headed “History, Reorganization and Corporate Structure”) subscribed 116,550,000 Non-redeemable Preferred Shares for a consideration of HK\$2.00 each.

On 3 December 2009, pursuant to the 2006 David Chow Employment Agreement, 8,416,375 new Shares were issued to David Chow, credited as fully paid.

¹ Please refer to notes to the corporate structure chart detailing the shareholding structure of our Group prior to the commencement of the Reorganization in the second headed “History, Reorganization and Corporate Structures”.

On 29 December 2009, pursuant to the 2006 David Chow Employment Agreement, 4,208,188 new Shares were issued to David Chow, credited as fully paid.

On 14 October 2011:

- the authorized share capital of our Company was increased to HK\$716,429,956.3 divided into (i) 3,379,174,563 Shares, and (ii) 3,785,125,000 Non-redeemable Preferred Shares by the creation of an additional 12,624,563 Shares;
- our Company converted 378,512,500 Non-redeemable Preferred Shares registered in the name of Grand Bright into 378,512,500 Shares;
- our Company converted 567,768,750 Non-redeemable Preferred Shares registered in the name of Elite Success into 567,768,750 Shares; and
- our Company converted 567,768,750 Non-redeemable Preferred Shares registered in the name of All Landmark into 567,768,750 Shares (together, the “**Offshore Restructuring**”).

On 23 November 2011, pursuant to the 2010 David Chow Employment Agreement, 12,671,905 new Shares were issued to David Chow, credited as fully paid.

On 18 May 2012, pursuant to the 2012 MFW Acquisition Agreement, the Company issued an aggregate of 1,834,873,063 new Shares to the 2012 MFW Sellers.

On 15 May 2013, the Company issued 70,631,345 Shares to PacBridge Capital Partners (HK) Limited, which represented approximately 1.0% of our enlarged issued capital at the time of Listing after the completion of the Global Offering (without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme) pursuant to the engagement letter we signed with them on 30 August 2011 in respect of the provision of corporate finance advisory services in connection with the Listing.

In addition to the above, subsequent to the completion of the Offshore Restructuring and immediately prior to the date of this prospectus, our Shareholders undertook a number of share transfers which are detailed in “History, Reorganization and Corporate Structure”.

Assuming that the Global Offering becomes unconditional and without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme, our authorized share capital upon completion of the Global Offering will be HK\$1,000,000,000 divided into 10,000,000,000 Shares of which 7,063,134,876 Shares will be allotted and issued as fully paid or credited as fully paid, and 2,936,865,124 Shares will remain unissued. Other than pursuant to the exercise of the David Chow Share Options and any options which may be granted under the Share Option Scheme and the issue of the Directors' Reward Shares in accordance with the terms of the respective service contracts or appointment letter (as applicable), there is no present intention to issue any of the authorized but unissued share

capital of our Company and without the prior approval of the Shareholders at a general meeting, no issue of Shares will be made which would effectively alter the control of our Company.

Save as disclosed in this prospectus, there has been no alteration in our share capital since the date of our incorporation.

3. Extraordinary General Meeting of our Company held on 5 June 2013

Pursuant to the extraordinary general meeting of our Company held on 5 June 2013 to approve, among other things, shareholders' resolutions were passed to approve the following:

- (a) an increase in the authorized share capital of our Company from HK\$716,429,956.3 divided into 7,164,299,563 Shares to HK\$1,000,000,000 divided into 10,000,000,000 Shares, by the creation of an additional 2,835,700,437 Shares was approved;
- (b) the Memorandum was adopted with immediate effect and the Articles were adopted conditional upon the Listing;
- (c) the Share Option Scheme were adopted conditional upon the Listing;
- (d) the allotment and issuance of new Shares of up to 1,765,784,000 pursuant to the Global Offering was approved;
- (e) the granting of a general mandate to the Directors to allot, issue and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued), other than pursuant to, or in consequence of, the Global Offering, a rights issue, any scrip dividend scheme or similar arrangement, any adjustment of rights or subscribe for Shares under the options and warrants or a specific authority granted by the Shareholders, Shares with a total nominal value not exceeding 20% of the aggregate nominal amount of our Company's share capital in issue immediately following completion of the Global Offering (without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme) and the nominal amount of the share capital of our Company which may be purchased by our Company pursuant to the authority granted to the Directors as referred to in paragraph (f) below was approved, and such granting of a general mandate is conditional upon the Listing;
- (f) the granting of a general mandate to the Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Global Offering (without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to

the David Chow Share Options and any options that may be granted under the Share Option Scheme) was approved, and such granting of a general mandate is conditional upon the Listing;

- (g) the granting of the authority to the Directors under paragraph (e) above was approved to be extended by the addition thereto of an aggregate nominal amount of the share capital of our Company repurchased pursuant to the authority granted under paragraph (f) above and such granting of the authority is conditional upon the Listing;
- (h) the David Chow Share Options and the granting of any Shares upon the exercise of the David Chow Share Options were approved; and
- (i) the service agreement or the appointment letter (as applicable) entered into by the Company with each of the Directors, and the granting of the Directors' Reward Shares pursuant to the terms of the relevant service agreements or appointment letter (as applicable) were approved.

Each of the general mandates referred to in paragraphs (e) and (f) above shall remain in effect until (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions, (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or (iii) until revoked or varied by an ordinary resolution by the Shareholders in general meeting, whichever occurs first.

4. Corporate Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the listing of our Shares on the Stock Exchange. For further information relating to the Reorganization, see "History, Reorganization and Corporate Structure — Reorganization."

Following the completion of the Reorganization, our Company became the ultimate holding company of our principal operating subsidiaries.

5. Changes in the Share Capital of Our Subsidiaries

Our subsidiaries are referred to in the Accountants' Report, the text of which is set out in Appendix I to this prospectus. Save for the subsidiaries mentioned in Appendix I to this prospectus, our Company has no other subsidiaries.

Save as disclosed in the section headed "History, Reorganization and Corporate Structure" in this prospectus, there has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this prospectus.

6. Repurchases by Our Company of Our Own Securities

This section sets out information required by the Stock Exchange to be included in this prospectus concerning the repurchase by our Company of our own securities.

(a) *Provisions of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) *Shareholders' Approval*

All proposed repurchase of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

(ii) *Source of Funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of our Company and the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by our Company may be made out of our Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the repurchase or out of sums standing to the credit of our Company's share premium account or, subject to solvency, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of our Company's share premium account or, subject to solvency, out of capital.

(iii) *Trading Restrictions*

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) *Status of Repurchased Shares*

All repurchased securities (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those securities must be canceled and destroyed.

(v) *Suspension of Repurchase*

A listed company may not make any repurchase of securities after a price-sensitive development has occurred or has been the subject of a decision until such time as the price-sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) *Reporting Requirements*

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following Business Day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such purchase, where relevant, and the aggregate prices paid.

(vii) *Connected Persons*

A listed company is prohibited from knowingly repurchasing securities on the Stock Exchange from a "connected person," that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their associates and a connected person is prohibited from knowingly selling his securities to the company.

(b) *Reasons for Repurchases*

The Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

(c) Funding of Repurchases

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with its Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands.

There could be a material adverse impact on the working capital or gearing position of our Company (as compared with the position disclosed in this prospectus) in the event that the repurchase mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for our Company.

(d) General

The exercise in full of the repurchase mandate, on the basis of 7,063,134,876 Shares in issue immediately following the completion of the Global Offering and without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme, could accordingly result in up to approximately 706,313,487 Shares being repurchased by our Company during the period prior to the earliest of:

- (i) the conclusion of our next annual general meeting;
- (ii) the expiration of the period within which our next annual general meeting is required by any applicable law or our Articles to be held; or
- (iii) the revocation or variation of the authority given by an ordinary resolution of our Shareholders in general meeting.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of The Codes on Takeovers and Mergers and Share Repurchases (the "**Takeovers Code**"). Accordingly, a shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the repurchase mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 20% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the repurchase mandate is exercised.

B. FURTHER INFORMATION ABOUT THE BUSINESS

1. Summary of Material Contracts







The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by us or our subsidiaries within the two years preceding the date of this prospectus and are or may be material:

- (a) the undertaking letter dated 22 November 2011 executed by David Chow in favor of our Company in relation to the lock up arrangement of the 12,671,905 ordinary shares in our Company granted to David Chow over a period of three years;
- (b) the share purchase agreement dated 18 May 2012 entered into between our Company, Triumphant Time and Star Pyramid as purchasers and Ina Chan, David Chow, Lam Fong Ngo, Li Chi Keung and The Legend Club Limited as vendors, in relation to the acquisition of all issued shares in MFW Investment for an aggregate consideration of 1,834,873,063 Shares, valued at HK\$1.94 per Share;
- (c) the amended and restated shareholders' agreement dated 30 August 2012 entered into among our Company, Vast Field, David Chow, Ina Chan, Lam Fong Ngo, Li Chi Keung, All Landmark, Grand Bright, Elite Success, The Legend Club Limited in respect of the rights and obligations of our Company and the other parties as Shareholders to our Company prior to the Listing;
- (d) the promissory note dated 30 August 2012 issued by our Company in favor of Vast Field in respect of its promise to pay Vast Field an amount of up to HK\$15,200,000;
- (e) the deed of waiver and set-off dated 11 December 2012 and entered into between Elite Success as shareholder and our Company as company to set off part of the dividends accrued and accumulated to it in respect of the Non-redeemable Preferred Shares it held in our Company against certain outstanding shareholders' loans made by our Company to Elite Success for the purchase of the Non-redeemable Preferred Shares and to unconditionally waive any and all rights and entitlements to the remaining dividends accrued and accumulated to it in respect of such Non-redeemable Preferred Shares;

- (f) the deed of waiver and set-off dated 11 December 2012 and entered into among All Landmark as shareholder, David Chow as shareholder and our Company as company to set off part of the dividends accrued and accumulated to All Landmark in respect of the Non-redeemable Preferred Shares it held in our Company against certain outstanding shareholders' loans made by our Company to David Chow for the purchase of the Non-redeemable Preferred Shares and to unconditionally waive any and all rights and entitlements to the remaining dividends accrued and accumulated to All Landmark and David Chow in respect of such Non-redeemable Preferred Shares;
- (g) the deed of waiver and set-off dated 11 December 2012 and entered into between Grand Bright as shareholder and our Company as company to set off part of the dividends accrued and accumulated to it in respect of the Non-redeemable Preferred Shares it held in our Company against certain outstanding shareholders' loans made by our Company to Grand Bright for the purchase of the Non-redeemable Preferred Shares and to unconditionally waive any and all rights and entitlements to the remaining dividends accrued and accumulated to it in respect of such Non-redeemable Preferred Shares;
- (h) the deed of assignment and set-off dated 5 June 2013 and entered into among our Company, David Chow, All Landmark, Lam Fong Ngo, Grand Bright, Li Chi Keung, Elite Success and The Legend Club Limited pursuant to which (i) All Landmark, Grand Bright, Elite Success and The Legend Club Limited assigned certain portions of their respective entitlements to the dividends declared by our Company on 5 June 2013 to David Chow, Lam Fong Ngo and Li Chi Keung, and (ii) the respective parties, other than our Company, set-off their entitlements to such dividends after the assignment of HK\$2,396.6 million in aggregate against the respective amounts they owed to our Company which amounted to HK\$2,396.6 million in aggregate;
- (i) the deed of indemnity dated 5 June 2013 and entered into among the Controlling Shareholders and our Company, in respect of certain tax indemnities given by the Controlling Shareholders in favour of our Company;
- (j) the deed of non-competition dated 5 June 2013 and entered into among the Controlling Shareholders and our Company, in respect of the non-competition undertakings given by the Controlling Shareholders in favour of our Company as detailed in the section headed "Relationship with Controlling Shareholders" in this prospectus;
- (k) the cornerstone investment agreement dated 6 June 2013 and entered into among our Company, the Joint Bookrunners and Dynam Hong Kong Co., Limited in respect of the subscription of the Offer Shares by Dynam Hong Kong Co., Limited, which shall be equal to US\$35 million, as detailed in the section headed "Cornerstone Investor" in this prospectus; and
- (l) the Hong Kong Underwriting Agreement.

2. Intellectual Property Rights of Our Group

- (i) As at the Latest Practicable Date, we had registered the following material trademarks:

<u>Trademarks</u>	<u>Applicant/Holder</u>	<u>Place of Registration</u>	<u>Class</u>	<u>Registration No.</u>	<u>Next Renewal Date</u>
	New Macau Landmark	Macau	36	N/11861	17 February 2018
	MFW Investment	Macau	41	N/41575	24 July 2016
	MFW Investment	Macau	43	N/41576	24 July 2016
	Hong Hock	Macau	42	N/12024	2 April 2018
	Company	Hong Kong	16, 39, 41, 43	302360277	29 August 2022
	Company	Hong Kong	16	302360295	29 August 2022

- (ii) As at the Latest Practicable Date, our Group is the registered proprietor of the following domain names:

<u>Domain Name</u>	<u>Name of Registrant</u>	<u>Expiry Date</u>
macaulegend.com	Company	24 February 2017
babyloncasinomacau.com	Lighthouse Consultant Limited*	20 August 2013
legendclub.com.mo	The Legend Club	1 January 2014
fishermanswharf.com.mo	MFW Investment	1 July 2013
rockshotel.com.mo	New Macau Landmark	1 June 2014
macaulegend.com.mo	Company	15 March 2014
macaulegend.com.hk	Macau Legend (Hong Kong)	11 March 2014
landmarkhotel.com.mo	New Macau Landmark	1 June 2014
pharaohs-palace.com	The Landmark Macau	28 December 2013

* *Lighthouse Consultant Limited is a service provider engaged by us to provide domain registration and maintenance services.*

Save as aforesaid, there are no other trademarks, patents, other intellectual or industrial property rights which are material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS

1. Interests and Short Positions of Directors in the Share Capital of our Company and Associated Corporations following the Global Offering

Immediately following the completion of the Global Offering, assuming no Shares have been transferred by the Pre-IPO Vendors pursuant to the SJM Adjustment Right and the Over-allotment Option is not exercised, and without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme, save as disclosed below, none of the Directors and chief executive of our Company will have any interests or short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, under Section 352 of the SFO, to be entered in the register referred to in

that section, or which will be required to be disclosed, under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), once the Shares are listed:

Directors' long positions in the Shares of our Company excluding the Directors' Reward Shares and the David Chow Share Options

<u>Name of Director</u>	<u>Nature of Interests</u>	<u>Total number of Shares</u>	<u>Approximate percentage of shareholding</u>
David Chow	Beneficial interests/controlled corporation/interests of spouse	1,922,311,095 ⁽¹⁾⁽²⁾	27.2%
Lam Fong Ngo	Controlled corporation	880,003,998 ⁽²⁾⁽³⁾	12.5%
Sheldon Trainor-DeGirolamo	Controlled corporation	70,631,345	1.0%

(1) As at the Latest Practicable Date, David Chow held 1,102,312,881 Shares and 73.5% of the total issued capital of All Landmark, which in turn held 819,000,000 Shares. David Chow is the spouse of Melinda Chan who held 998,214 Shares as at the Latest Practicable Date.

(2) This assumes no Shares have been transferred pursuant to the SJM Adjustment Right. Assuming an Offer Price of HK\$2.30, being the low-end of the Offer Price range, the Pre-IPO Vendors may transfer up to 69,192,089 Shares in aggregate to Vast Field on a pro-rata basis. See "History, Reorganization and Corporate Structure — Pre-IPO Investments — SJM Pre-IPO Investment Agreement — SJM Adjustment right"

(3) Lam Fong Ngo held 88.0% of the total issued capital of Grand Bright, which in turn held 1,023,043,500 Shares as at the Latest Practicable Date. Assuming the International Placing is fully underwritten and 139,485,498 Sale Shares will be sold by Lam Fong Ngo and 143,039,502 Sale Shares will be sold by Grand Bright upon completion of the Global Offering, Lam Fong Ngo will no longer hold any Share and Grand Bright will hold 880,003,998 Shares upon completion of the Global Offering.

Directors' long position in the Shares of our Company pursuant to their respective interests in the Directors' Reward Shares and the David Chow Share Options

<u>Name of Director</u>	<u>Nature of Interests</u>	<u>Total number of Shares</u>	<u>Approximate percentage of shareholding</u>
David Chow	Beneficial interests	47,367,912	0.7%
Sheldon Trainor-DeGirolamo.	Beneficial interests	17,657,837	0.3%
Tong Ka Wing, Carl.	Beneficial interests	8,828,919	0.1%

2. Interests in associated corporations of the Company

<u>Name of associated corporations</u>	<u>Name of Director/chief executive</u>	<u>Number of Shares</u>	<u>Percentage of Interest</u>
Hong Hock	David Chow (Beneficial interests)	1	0.01%
	Lam Fong Ngo (Controlled corporation)	1	0.01%
New Macau Landmark.	David Chow (Beneficial interests)	1,000	1.0%
Grand Merit	David Chow (Beneficial interests)	1,000	1.0%
Legend King	David Chow (Beneficial interests)	1,000	1.0%
Elegant Wave	David Chow (Beneficial interests)	1,000	1.0%

Save as disclosed in the section headed “Substantial Shareholders and Selling Shareholders” in this prospectus, our Directors are not aware of any person who will, immediately following the completion of the Global Offering, have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or will be directly or indirectly interested in 10% or more of the nominal value of any class of the share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

3. Particulars of Service Contracts

Each of David Chow, Lam Fong Ngo and Sheldon Trainor-DeGirolamo, our executive Directors, has entered into a service agreement with our Company on 5 June 2013, for a term of three years commencing from 5 June 2013, and may be terminated in accordance with the respective terms of the service agreements.

Our non-executive Director, Tong Ka Wing, Carl, was appointed to our Board pursuant to the letter of appointment dated 5 June 2013, for an initial term of three years commencing from 5 June 2013.

Our independent non-executive Directors were appointed to our Board pursuant to the respective letters of appointment dated 11 December 2012, for an initial term of two years commencing from the Listing Date. None of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than agreements expiring or terminable by the employer within one year without payment of compensation other than statutory compensation).

In particular, each of David Chow, Sheldon Trainor-DeGirolamo and Tong Ka Wing, Carl is entitled to the Directors’ Reward Shares amounting to an aggregate of 0.70% of the total issued capital of the Company immediately after the completion of the Global Offering (without taking into account any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme) (the “**Total Issued Capital at IPO**”) during the term of the respective service contracts or appointment letter (as applicable) they entered into with our Company. The Directors’ Reward Shares will be issued to each of David Chow, Sheldon Trainor-DeGirolamo and Tong Ka Wing, Carl in three equal tranches on 31 December 2013, 31 December 2014 and 31 December 2015 (each a “**Vesting Date**”), provided that they remain as Directors at the time such Shares are issued. The following table summarizes the terms of grant of the Directors’ Reward Shares:

	No. of the Directors’ Reward Shares to be allotted and issued on each Vesting Date
David Chow	$1/3 \times 0.325\% \times \text{Total Issued Capital at IPO}^*$
Sheldon Trainor-DeGirolamo	$1/3 \times 0.250\% \times \text{Total Issued Capital at IPO}^*$
Tong Ka Wing, Carl	$1/3 \times 0.125\% \times \text{Total Issued Capital at IPO}^*$

* Assuming the David Chow Share Options are not exercised.

4. Directors' Remuneration

Our Company paid an aggregate amount of remuneration (taking into account all the Shares granted to David Chow as described in detail in "History, Reorganization and Corporate Structure", the David Chow Share Options and any other fees, salaries and other benefits, contributions to pension scheme, discretionary bonuses and equity awards) to all the Directors, in their capacity as our employees, of approximately HK\$25.9 million, HK\$63.0 million and HK\$35.7 million for the three years ended 31 December 2010, 2011 and 2012.

No remuneration was paid by our Group to our Directors as an inducement to join or upon joining our Group or as a compensation for loss of office in respect of the three years ended 31 December 2010, 2011 and 2012.

Taking into account the David Chow Share Options and the Directors' Reward Shares that will be issued to the respective Directors in 2013, it is estimated that the remuneration and benefits in kind, excluding any discretionary bonus payable to our Directors, equivalent to approximately HK\$82.2 million in the aggregate, will be paid and granted to our Directors by us in respect of the financial year ending 31 December 2013 under arrangements in force at the date of this prospectus.

Our Directors anticipate that they will periodically review the compensation levels of our key executives. Based on our Group's performance and our executives' respective contributions to our Group, our Directors may, with the approval of our remuneration committee, grant salary increases or pay bonuses to executives. These increases or bonuses could result in the incurrence of compensation expense at levels that are significantly higher than those we have incurred previously.

5. Disclaimers

Save as disclosed this prospectus:

- (i) assuming no Shares have been transferred by the Pre-IPO Vendors pursuant to the SJM Adjustment Right and the Over-allotment Option is not exercised, and without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme, none of our Directors or chief executive of our Company has any interest or short positions in the Shares, underlying Shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to in that section, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code, in each case once our Shares are listed;

- (ii) assuming no Shares have been transferred by the Pre-IPO Vendors pursuant to the SJM Adjustment Right and the Over-allotment Option is not exercised, and without taking into account any Directors' Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme, so far as is known to any of our Directors or our chief executive, no person has an interest or short position in the Shares and underlying Shares of our Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at our general meetings;
- (iii) none of our Directors nor any of the parties listed in "Other Information — Consents of Experts" in this Appendix, is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (iv) none of our Directors nor any of the parties listed in "Other Information — Consents of Experts" in this Appendix, has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this prospectus, been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (v) save for the Underwriting Agreements, none of the parties listed in "Other Information — Consents of Experts" in this Appendix: (a) is interested legally or beneficially in any of our Shares or any shares of any of our subsidiaries or (b) has any right or option (whether legally enforceable or not) to subscribe or to nominate persons to subscribe securities in any member of our Group; and
- (vi) none of our Directors, our Shareholders which to the knowledge of the Directors own more than 30 % of the issued share capital of our Company or their respective associates, has any interests in the five largest suppliers of our Group.

D. SHARE OPTION SCHEME

Summary of principal terms of the Share Option Scheme

The following is a summary of the principal terms of the Share Option Scheme conditionally approved and adopted by the Shareholders at an extraordinary general meeting held on 5 June 2013. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules.

1. Purpose

The purpose of the Share Option Scheme is to enable our Company to grant options to Eligible Participants (as defined in paragraph 2 below) as incentives or rewards for their contribution or potential contribution to our Group.

2. Eligible Participants

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph 6 below to:

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
- (ii) any directors (including non-executive directors and independent non-executive directors) of our Company or any of its subsidiaries; and
- (iii) any advisors, consultants, suppliers, customers and agents.

3. Acceptance of an offer of options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the option duly signed by the grantee, together with a remittance in favor of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable and shall be deemed as part payment of the exercise price. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

Subject to paragraphs 12, 13, 14, 15 and 16 below, an option shall be exercised in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Stock Exchange for the time being, by the grantee by giving notice in writing to our Company stating that the option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the exercise price for the Shares in respect of which the notice is given. Within 21 days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate by the auditors to our Company or the approved independent financial advisor as the case may be pursuant to paragraph 18 below, our Company shall allot and issue the relevant number of Shares to the grantee credited as fully paid and issue to the grantee certificates in respect of the Shares so allotted.

The exercise of any Option shall be subject to the shareholders of our Company in general meeting approving any necessary increase in the authorized share capital of our Company.

4. *Maximum number of Shares*

The maximum number of Shares in respect of which options may be granted (including Shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of our Company must not in aggregate exceed 10% of the total number of Shares in issue on the Listing Date, being 706,313,487 Shares (the "**Scheme Limit**"), excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of our Company). Subject to the issue of a circular by our Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue (the "**New Scheme Limit**") as at the date of the approval by the Shareholders in general meeting; and/or
- (ii) grant options beyond the Scheme Limit to Eligible Participants specifically identified by the Board. The circular issued by our Company to the Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of the Shares in issue from time to time (the "**Maximum Limit**"). No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the Maximum Limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial advisor shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with paragraph 18 below whether by way of capitalization issue, rights issue, sub-division of shares, consolidation or reduction of the share capital of our Company but in no event shall exceed the limit prescribed in this paragraph.

5. *Maximum number of options to any one individual*

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Company (including both exercised, outstanding options and Shares which were the subject of options which have been granted and accepted under the Share Option Scheme or any other scheme of our Company but subsequently cancelled (the “**Cancelled Shares**”) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of Options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by our Company to the Shareholders containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), the information as required under Rules 17.02(2)(d) and the disclaimer required under 17.02(4) of the Listing Rules; and
- (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his associates (as defined in the Listing Rules) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before the Shareholders’ approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such Eligible Participant an offer document in such form as the Board may from time to time determine (or, alternatively, documents accompanying the offer document which state), among others:
 - (a) the Eligible Participant’s name, address and occupation;
 - (b) the date on which an option is offered to an Eligible Participant which must be a date on which the Stock Exchange is open for the business of dealing in securities;
 - (c) the date upon which an offer for an option must be accepted;
 - (d) the date upon which an option is deemed to be granted and accepted in accordance with paragraph 3;
 - (e) the number of Shares in respect of which the option is offered;
 - (f) the subscription price and the manner of payment of such price for the Shares on and in consequence of the exercise of the option;
 - (g) the date of the expiry in relation to the option;
 - (h) the method of acceptance of the option which shall, unless the Board otherwise determines, be as set out in paragraph 3; and

- (i) such other terms and conditions (including, without limitation, any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before the option can be exercised) relating to the offer of the option which in the opinion of the Board are fair and reasonable but not being inconsistent with the Share Option Scheme and the Listing Rules.

6. *Price of Shares*

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

7. *Granting options to connected persons*

Any grant of options to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of our Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options). If the Board proposes to grant options to a substantial shareholder or any independent non-executive Director or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other Scheme of our Company in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1%, or any such other percentage as may be from time to time provided under the Listing Rules, of the Shares in issue; and
- (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange at the date of each grant,

such further grant of options will be subject to the approval of the independent non-executive Directors as referred to in this paragraph, the issue of a circular by our Company to the Shareholders and the approval of the Shareholders in general meeting on a poll at which all connected persons (as defined in the Listing Rules) of our Company shall abstain from voting in

favor of the resolution concerning the grant of such options at the general meeting, and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by our Company to the Shareholders pursuant to the above paragraph shall contain the following information:

- (i) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;
- (ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) to the independent Shareholders as to voting;
- (iii) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (iv) the information required under Rule 2.17 of the Listing Rules.

8. *Restrictions on the times of grant of Options*

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting (such date to first be notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's annual results half-year, quarterly or other interim period (whether or not required under the Listing Rules);
- (ii) the deadline for our Company to publish an announcement of the results for (a) any year or half-year period in accordance with the Listing Rules, and (b) where our Company has elected to publish them, any quarterly or any other interim period, and ending on the actual date of publication of the results for such year, half year, quarterly or interim period (as the case may be), and where the grant of options is to a Director;
- (iii) no options shall be granted during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (iv) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

9. *Rights are personal to grantee*

No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any third party over or in relation to any option held by him or any offer relating to the grant of an option made to him or attempt so to do (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle our Company to cancel any outstanding options or any part thereof granted to such grantee.

10. *Time of exercise of Option and duration of the Share Option Scheme*

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the Option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme by the sole shareholder of our Company (the "**Adoption Date**"). Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the Adoption Date.

11. *Performance target and minimum holding period*

A grantee may be required to hold an option for a minimum period and/or achieve any performance targets as the Board may then specify before any options granted under the Share Option Scheme can be exercised.

12. *Rights on ceasing employment/death*

If the grantee of an option ceases to be an Eligible Participant:

- (i) by any reason other than death, ill-health, injury, disability or termination of his relationship with our Company and/or any of its subsidiaries on one of more of the grounds specified in paragraph 19(v) below, the grantee may exercise the option up to the entitlement of the grantee as at the date of cessation of being an Eligible Participant (to the extent not already exercised) within a period of one month (or such longer period as the Board may determine) from such cessation which date shall be the last actual working day with our Company or the relevant subsidiary whether salary is paid in lieu of notice or not; or
- (ii) by reason of death, ill-health, injury or disability (all evidenced to the satisfaction of the Board) and none of the events which would be a ground for termination of his relationship with our Company and/or any of its subsidiaries under paragraph 19(v) has occurred, the grantee or his personal representative(s) may exercise the option within a period of 12 months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Participant or death to exercise the options in full (to the extent not already exercised).

13. *Rights on dismissal*

If the grantee of an option ceases to be an Eligible Participant on the grounds that he has been guilty of serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, his option will lapse and not be exercisable after the date of termination of his employment.

14. *Rights on take-over*

If a general offer (whether by way of take-over offer, share purchase offer or scheme of arrangement or otherwise in a like manner) is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror (as defined in the Code)) and such offer becomes or is declared unconditional during the option period of the relevant option, the grantee of an option (or his legal representative(s)) shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

15. *Rights on winding-up*

In the event a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or in the case of the death of the grantee, his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two Business Days prior to the proposed general meeting of our Company referred to above by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon our Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid.

16. *Rights on compromise or arrangement between our Company and its members or creditors*

If a compromise or arrangement between our Company and its members and/or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of our Company or its amalgamation with any other companies pursuant to the laws of jurisdictions in which our Company was incorporated, our Company shall give notice to all the grantees of the options on the same day as it gives notice of the meeting to its members and/or creditors summoning the meeting to consider such a compromise or arrangement, and thereupon each grantee shall be entitled to exercise all or any of his options in whole or in part at any time prior to 12 noon (Hong Kong time) on the Business Day immediately preceding the date of the meeting directed to be convened by the relevant court for the purposes of considering such compromise or arrangement and if there are more than one meeting for such purpose, the date of the first meeting.

With effect from the date of such meeting, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

17. *Ranking of Shares*

No dividends shall be payable in relation to Shares that are the subject of options that have not been exercised. The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or any other person nominated by the grantee) as the holder thereof. Subject to the aforesaid, Shares to be allotted and issued on the exercise of options shall be subject to all the provisions of our articles of association and will rank *pari passu* in all respects with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully-paid Shares in issue on the date of issue, save that they will not rank for any dividend or other distribution declared or recommended or resolved to be paid or made by reference to a record date falling on or before the date of allotment.

18. *Effect of alterations to capital*

In the event of any alteration in the capital structure of our Company whilst any option may become or remains exercisable, whether by way of capitalization issue, rights issue, open offer (if there is a price-dilutive element), consolidation, subdivision or reduction of share capital of our Company, such corresponding alterations (if any) shall be made in the number of Shares subject to any outstanding options and/or the subscription price per Share of each outstanding option and/or the Scheme Limit, the New Scheme Limit and the Maximum Limit as the auditors of our Company or an independent financial advisor shall certify in writing to the Board to be in their/his opinion fair and reasonable in compliance with Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issues relating to share option schemes. The capacity of the auditors of our Company or the approved independent financial advisor, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in the absence of manifest error, be final and conclusive and binding on our Company and the grantees.

Any such alterations will be made on the basis that a grantee shall have the same proportion of the equity capital of our Company (as interpreted in accordance with the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issues relating to share option schemes) for which any grantee of an option is entitled to subscribe pursuant to the options held by him before such alteration provided that no such alteration shall be made if the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

19. Expiry of option

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (i) the date of expiry of the option;
- (ii) the expiry of any of the periods referred to in paragraphs 12, 13, 14 or 15 above;
- (iii) the date on which the scheme of arrangement of our Company referred to in paragraph 16 becomes effective;
- (iv) subject to paragraph 15, the date of commencement of the winding-up of our Company;
- (v) the date on which the grantee ceases to be an Eligible Participant by reason of such grantee's termination of his relationship with our Company and/or any of its subsidiaries on the grounds that he has been guilty of serious misconduct, or has been convicted of any criminal offence involving his integrity or honesty or has been in breach of contract. A resolution of the Board or the board of directors of the relevant subsidiaries to the effect that the relationship of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or
- (vi) the date on which the Board shall exercise our Company's right to cancel the option at any time after the grantee commits a breach of paragraph 9 above or the options are cancelled in accordance with paragraph 20 below.

Provided that the same are not inconsistent with the Share Option Scheme and the Listing Rules, The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (i) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted,

shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in general meeting.

20. Cancellation of Options

Any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing. For the avoidance of doubt, such approval is not required in the event any option is cancelled pursuant to paragraph 9.

21. Termination of the Share Option Scheme

The Company may by resolution in general meeting or the Board at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

22. Administration of the Board

The Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

23. Conditions of the Share Option Scheme

The Share Option Scheme is conditional on:

- (i) the passing of the necessary resolutions of the Shareholders to approve and adopt the Share Option Scheme, and to authorize the Directors to grant options to subscribe for Shares hereunder and to allot, issue and deal with the Shares pursuant to the exercise of any options granted under the Share Option Scheme;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme;
- (iii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional (including, if relevant, following the waiver(s) of any such condition(s)) and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise; and
- (iv) the commencement of dealings in the Shares on the Stock Exchange.

If the conditions in paragraph 23 above are not satisfied within two calendar months from the Adoption Date:

- (i) the Share Option Scheme shall forthwith determine;
- (ii) any option granted or agreed to be granted pursuant to the Share Option Scheme and any offer of such a grant shall be of no effect; and

- (iii) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme or any option granted thereunder.

24. *Disclosure in annual and interim reports*

The Company will disclose details of the Share Option Scheme in its annual and interim reports including the number of options, date of grant, exercise price, exercise period and vesting period during the financial year/period in the annual/interim reports in accordance with the Listing Rules in force from time to time.

25. *Shareholders' approval*

For matters under the Share Option Scheme or any related matters which require the approval of the Shareholders or the independent non-executive Directors under the Listing Rules, such matters must be approved by the Shareholders or the independent non-executive Directors.

Present status of the Share Option Scheme

The Share Option Scheme is conditional on:

- (i) the Listing Committee granting the listing of, and permission to deal in, the Shares under the Share Option Scheme representing 10% of the issued share capital of our Company upon Listing; and
- (ii) the commencement of dealings in the Shares on the Stock Exchange.

If both of the above conditions are not satisfied on or before the date following six months after the date of adoption of the Share Option Scheme (or such later date as the Board may decide), the Share Option Scheme shall forthwith be cancelled and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme. As at the Latest Practicable Date, no option had been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme, being 706,313,487 Shares in total.

E. OTHER INFORMATION

1. Litigation

Save as disclosed in this prospectus, as at the Latest Practicable Date, no member of our Group was engaged in any material legal, arbitral or administrative proceedings and we are not aware of any material legal, arbitral or administrative proceedings pending or threatened by or against us.

Please refer to the section headed "Business" of this prospectus.

2. The Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Listing Committee for a listing of, and permission to deal in, all the Shares in issue, the Offer Shares (including any Shares which may be sold under the exercise of the Over-allotment Option) (subject only to allotment), the Directors' Reward Shares and Shares which may fall to be issued on the exercise of the David Chow Share Options and any options which may be granted under the Share Option Scheme.

3. Preliminary Expenses

The preliminary expenses of our Company are estimated to be nil and are payable by our Company.

4. Taxation of Holders of Shares

(1) *Tax on dividends*

No tax is payable in Hong Kong in respect of dividends paid by us.

(2) *Profits*

No tax is imposed in Hong Kong in respect of capital gains from the sale of property such as the Shares. Trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 16.5% on corporations and at a maximum rate of 15% on individuals. Gains from sales of the Shares effected on the Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of the Shares realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

(3) *Stamp duty*

The sale, purchase and transfer of Shares registered with our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, and the current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the Shares, and it is charged on the purchaser on every purchase and on the vendor on every sale of the Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the Shares. In addition, any instrument of transfer (if required) will be subject to a flat rate of stamp duty of HK\$5.00. Where a sale or purchase of shares registered on the Hong Kong register of members of our Company is effected by a person who is not resident in Hong Kong and any stamp duty payable on the contract note is not paid, the relevant instrument of transfer (if any) shall be chargeable with such duty, together with the duty otherwise chargeable thereon, and the transferee shall be liable to pay such duty.

(4) Estate duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on 11 February 2006 in Hong Kong, pursuant to which estate duty ceased to be chargeable in Hong Kong in respect of the estates of persons dying on or after that date. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for an application for a grant of representation in respect of holders of Shares whose deaths occur on or after 11 February 2006.

(5) Consultation with Professional Advisors

Intending holders of the Shares are recommended to consult their professional advisors if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, the Sole Sponsor, the Directors or the other parties involved in the Global Offering can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

5. Qualification of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

Name	Qualification
CLSA Equity Capital Markets Limited	Licensed corporation under the SFO to carry out Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Jorge Neto Valente	Macau legal advisor
Deloitte Touche Tohmatsu	Certified public accountants
Savills Valuation and Professional Services Limited	Property valuer
Conyers Dill & Pearman (Cayman) Limited	Cayman Islands attorneys-at-law

6. Consents of Experts

Each of the experts set out in paragraph 5 above has given and has not withdrawn its respective written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or opinion and/or the references to its name included in this prospectus the form and context in which it is respectively included.

None of the experts named in this paragraph has any shareholding interests in our Group or the right (whether legally enforceable or not) to subscribe for, or to nominate persons to subscribe for, securities in any member of our Group.

7. Promoter

Our Company has no promoter for the purpose of the Listing Rules. Within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the Global Offering and the related transactions described in this prospectus.

8. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance of this prospectus, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies Ordinance insofar as applicable.

9. Particulars of the Selling Shareholders

The particulars of the Selling Shareholders are set out below:

<u>Name of Selling Shareholders</u>	<u>Description</u>	<u>Registered address</u>	<u>Sale Shares (Note)</u>
All Landmark	Corporation	Offshore Incorporations Limited P.O. Box 957 Offshore Incorporations Centre Road Town Tortola British Virgin Islands	264,868,000 Shares pursuant to the Over- allotment Option
Grand Bright	Corporation	Offshore Incorporations Limited P.O. Box 957 Offshore Incorporations Centre Road Town Tortola British Virgin Islands	282,525,000 Shares in aggregate by Grand Bright and Lam Fong Ngo pursuant to the International Placing
Lam Fong Ngo	Individual	Estrada de Sete Tanques No. 525 Vivenda Delle Rose Ground Floor, "M" Taipa, Macau	

Note: Assuming that the Over-allotment Option is exercised in full.

10. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

11. Miscellaneous

- (i) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
 - (a) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (b) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (c) no founders or management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
 - (d) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
 - (e) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries.
- (ii) Our Directors confirm that:
 - (a) there has been no material adverse change in the financial or trading position or prospects of our Company since 31 December 2012 (being the date to which the latest audited consolidated financial statements of our Group were prepared); and
 - (b) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus.
- (iii) The principal register of members of our Company will be maintained in the Cayman Islands by Codan Trust Company (Cayman) Limited and a Hong Kong register of members of our Company will be maintained in Hong Kong. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Hong Kong Share Registrar and may not be lodged in the Cayman Islands.
- (iv) All necessary arrangements have been made to enable our Shares to be admitted into CCASS for clearing and settlement.