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## SHARE CAPITAL

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### AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company immediately following completion of the Capitalisation Issue and the Share Offer:

<i>Authorised:</i>	<i>HK\$</i>
5,000,000,000 Shares of HK\$0.01 each	50,000,000
<i>Shares issued and to be issued, fully paid or credited as fully paid:</i>	
30,000,000 Shares in issue upon completion of the Share Sub-division	300,000
482,000,000 Shares to be issued under the Capitalisation Issue <sup>(1)</sup>	4,820,000
112,000,000 New Shares to be placed pursuant to the Placing	1,120,000
<u>16,000,000</u> New Shares to be issued under the Public Offer	<u>160,000</u>
<u>640,000,000</u> Shares in total	<u>6,400,000</u>

*Note:*

- (1) Pursuant to the written resolutions of the sole member of our Company passed on 9 December 2013, conditional upon the share premium account of our Company being credited as a result of the Share Offer, the Directors were authorised to capitalise the amount of HK\$4,820,000 from the amount standing to the credit of the share premium account of our Company and to apply such amount in paying up in full at par 482,000,000 Shares for allotment and issue to Victrad, as the sole shareholder of our Company at 4:00 p.m. on 9 December 2013, of which 32,000,000 Shares are Sale Shares.

### Assumptions

The above table assumes that the Share Offer becomes unconditional.

### 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.

### General mandate to issue Shares

Our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of 20% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Share Offer and the Capitalisation Issue.

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The allotment and issue of Shares under a rights issue, scrip dividend scheme or similar arrangement in accordance with the Articles of Association, or under the Share Offer do not generally require the approval of the Shareholders in general meeting and the aggregate nominal value of the Shares which our Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of such Shares.

This mandate will expire at the earliest of:

- the conclusion of our Company’s next annual general meeting;
- the expiration of the period within which our Company is required by law or our Articles of Association to hold our next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the section headed “A. Further information about our Company — 3. Written resolutions of the sole Shareholder passed on 9 December 2013” in Appendix IV to this prospectus.