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## SHARE CAPITAL

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The table below sets out the authorised and issued share capital of the Company as at the Latest Practicable Date and immediately after Listing:

<i>Authorised:</i>		<i>HK\$</i>
<u>2,000,000,000</u>	Shares	<u>20,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>		
1,000	Shares in issue as at the date of the prospectus	10
374,999,000	Shares to be issued pursuant to the Capitalisation Issue	3,749,990
<u>125,000,000</u>	Placing Shares to be issued pursuant to the Placing	<u>1,250,000</u>
<u>500,000,000</u>	Shares	<u>5,000,000</u>

### **Assumptions**

The above table assumes the Placing and the Capitalisation Issue become unconditional and the issue of Shares pursuant thereto are made as described herein. It takes no account of any Shares issued pursuant to the exercise of share options which may be granted under the Share Option Scheme or of any Shares which may be allotted and issued or repurchased by the Company under the general mandates for the allotment and issue or repurchase of Shares granted to Directors as referred to below or otherwise.

### **Minimum public float**

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at the time of Listing and at all times thereafter, the Company must maintain the “minimum prescribed percentage” of 25% of the issued share capital of the Company in the hands of the public (as defined in the GEM Listing Rules).

### **Ranking**

The Placing Shares will rank equally with all Shares now in issue or to be allotted and issued and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus save for the entitlements under the Capitalisation Issue.

### **Share Option Scheme**

The Company has conditionally adopted the Share Option Scheme. A summary of its principal terms is set out in the section headed “Share Option Scheme” in Appendix VI to this prospectus. As at the Latest Practicable Date, no option has been granted under the Share Option Scheme.

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### **General mandate to issue Shares**

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to allot and issue and deal with the unissued Shares with an aggregate nominal value of not more than:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Placing and the Capitalisation Issue; and
- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any) pursuant to the general mandate to repurchase Shares as described below.

The 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, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants of the Company, scrip dividends or similar arrangements or options to be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

Further details of this general mandate are set out in the section headed “Further information about the Company” in Appendix VI to this prospectus.

### **General mandate to repurchase Shares**

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Placing and the Capitalisation Issue.

This mandate only relates to repurchases made on the Stock Exchange, 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 in accordance with all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed “Repurchase by the Company of its own securities” in the section headed “Further information about the Company” in Appendix VI to this prospectus.

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The general mandate to issue and repurchase Shares will expire:

- at the conclusion of the next annual general meeting of the Company;
- at the expiration of the period within which the next annual general meeting of the Company is required by any laws applicable to the Company to be held; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in a general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraphs headed “Written resolutions of the sole Shareholder” and “Repurchase by the Company of its own securities” in the section headed “Further information about the Company” in Appendix VI to this prospectus.