
SHARE CAPITAL

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The share capital of the Company immediately following the completion of the Placing and the Capitalisation Issue is set out in the table below. The table is prepared on the basis of the Placing becoming unconditional and the issue of New Shares pursuant thereto and the Capitalisation Issue are made as described herein. It takes no account of any Shares which may be allotted and issued pursuant to the exercise of options 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.

HK\$

Authorised share capital:

<u>10,000,000,000</u> Shares	<u>100,000,000</u>
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Issued and to be issued, fully paid or credited as fully paid:

1,500,000 Shares in issue as at the date of this prospectus	15,000
598,500,000 Shares to be issued under the Capitalisation Issue	5,985,000
<u>120,000,000</u> New Shares to be issued pursuant to the Placing	<u>1,200,000</u>

Total:

<u>720,000,000</u> Shares	<u>7,200,000</u>
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MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at least 25% of the total issued share capital of the Company must at all times be held by the public. The 180,000,000 Placing Shares represent 25% of the issued share capital of the Company upon Listing.

RANKING

The Placing Shares will rank equally with all the 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 any entitlement to the Capitalisation Issue.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme, the major terms of which are set out in the sections headed and “Share Option Scheme” in Appendix V to this prospectus. No option was granted under the Share Option Scheme.

SHARE CAPITAL

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 Shares with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Placing (not including Shares which may be allotted and issued pursuant to the exercise of options may be granted under the Share Option Scheme) 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 right 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 the exercise of subscription rights attaching to share options under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

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 following the completion of the Placing (not including Shares which may be allotted and issued pursuant to the exercise of the options that may be granted under the Share Option Scheme) 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 such repurchases are made 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 sub-paragraph headed “Repurchases of the Company’s own securities” under the paragraph headed “Further information about the Group” in Appendix V to this prospectus.

The general mandates to issue and repurchase Shares will expire:

- at the conclusion of the next annual general meeting of the Company;
- upon the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; or

SHARE CAPITAL

- when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

Further details of these general mandates are contained in the sub-paragraphs headed “Written resolutions of the sole Shareholder passed on 23 January 2015 and 29 January 2015” and “Repurchases of the Company’s securities” under the paragraph headed “Further information about the Group” in Appendix V to this prospectus.

Circumstances under which general meeting and class meeting are required

The circumstances under which general meeting and class meeting are required are provided in the Articles and Association. For details, please see the section headed “Appendix IV – Summary of the constitution of the Company and Cayman company law” of this prospectus.