

## SHARE CAPITAL

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

<i>Authorized</i>	<i>HK\$</i>
<u>[3,000,000,000]</u> Shares	<u>[30,000,000]</u>
<i>Issued and to be issued, fully paid and credited as fully paid:</i>	
[14,760,000] Shares in issue as at the date of this prospectus ( <i>Note 1</i> )	[147,600]
[●] Shares to be issued pursuant to the Capitalization Issue	[●]
[●] Shares to be issued as Remuneration Shares (assuming the Offer Price is the mid-point of the price range i.e. HK\$[●]) ( <i>Note 2</i> )	[●]
[●] Shares to be issued pursuant to the New Issue	[●]
<u>Total: [●]</u>	<u>Total: [●]</u>

*Notes:*

1. These shares comprise 12,900,000 ordinary shares and 1,860,000 preferred shares of the Company which will be converted into ordinary Shares upon Listing.
2. The number of the Remuneration Shares is subject to change and is expected to be not more than [●] Shares and not less than [●] Shares. The Sponsor will not be granted any right for Board representation. The Remuneration Shares will be counted towards the public float upon completion of Share Offer.

The above table assumes (i) the Share Offer and the Capitalization Issue become unconditional and the issue of Shares pursuant thereto is made as described herein and (ii) [●] Remuneration Shares will be issued.

It takes no account of any Shares which may be allotted and issued under the Over-allotment Option, upon the exercise of any options granted under the Pre-IPO Share Option Scheme or any options that 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 Mandates to allot, issue and repurchase shares as described in the paragraphs headed “General Mandate” and “Repurchase Mandate” in this section below.

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### RANKING

The Offer Shares, the Remuneration Shares and the Shares which may be issued under the Over-allotment Option, upon the exercise of any options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme will rank equally with all of the Shares in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid on the Shares after the date of this prospectus, except for the entitlements under the Capitalization Issue.

### GENERAL MANDATE

Conditional on the Share Offer becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of:

- 20% of the total nominal amount of Shares in issue and to be issued (as set out in the above table but excluding Shares to be issued pursuant to the exercise of the Over-allotment Option, the options granted under the Pre-IPO Share Option Scheme and the options which may be granted under the Share Option Scheme), and
- the total amount of share capital of the Company repurchased by the Company (if any) pursuant to the Repurchase Mandate.

The Directors may, in addition to the Shares which they are authorized 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 the exercise of options granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company; or
- upon the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or reviewing such mandate,

whichever is the earliest.

For further details of this mandate, please refer to the paragraph headed “Written resolutions of all the Shareholders passed on [●] 2008” in Appendix V to this prospectus.

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### REPURCHASE MANDATE

Conditional on the Share Offer 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 amount of the share capital of the Company in issue and to be issued as set out in the table above (but excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option, the options granted under the Pre-IPO Share Option Scheme and the options which may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, and/or on any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set forth in the section headed “Repurchase of Shares” in Appendix V to this prospectus.

This mandate will expire:

- at the conclusion of the next annual general meeting of the Company;
- or upon the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate,

whichever is the earliest.

**For further information about this repurchase mandate, please refer to the paragraph headed “Written resolutions of all Shareholders passed on [[●] 2008]” in Appendix V to this prospectus.**