
SHARE CAPITAL

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The authorised and issued share capital of the Company is as follows:

Authorised share capital:

	<i>HK\$</i>
<u>1,000,000,000 Shares</u>	<u>10,000,000</u>

The share capital immediately following the Share Offer will be as follows:

Shares issued or to be issued, fully paid or credited as fully paid upon completion of the Share Offer:

<i>Shares</i>	<i>HK\$</i>
375,000,000 Shares in issue as at the date of this prospectus	3,750,000
<u>125,000,000 Shares to be issued pursuant to the Share Offer</u>	<u>1,250,000</u>
<u>500,000,000</u>	<u>5,000,000</u>

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 the Listing.

GENERAL MANDATE TO ISSUE SHARES

Subject to the Share Offer becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by the Shareholders) shall not exceed 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 Share Offer; and
- (b) the aggregate nominal value of the share capital of the Company repurchased pursuant to the authority granted to the Directors referred to in the sub-section headed “General mandate to repurchase Shares” below.

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This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue. This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of the Company's next annual general meeting;
- (b) the expiration of the period within which the Company's next annual general meeting is required to be held by any applicable laws or the Memorandum and the Bye-Laws; or
- (c) it is varied or revoked by an ordinary resolution of the Shareholders at general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed "A. Further information about the Company – 3. Written resolutions of the Shareholders" in Appendix V to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Share Offer becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers to repurchase Shares (Shares which may be listed on the Stock Exchange or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose) with an aggregate nominal value of not more than 10% of the aggregate nominal value of the Company's share capital in issue immediately following the completion of the Share Offer.

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed "A. Further information about the Company – 6. Repurchase by the Company of its own securities" in Appendix V to this prospectus.

The general mandate to repurchase Shares will remain in effect until:

- (a) the conclusion of the Company's next annual general meeting;
- (b) the expiration of the period within which the Company's next annual general meeting is required to be held by any applicable laws or the Bye-Laws; or
- (c) it is varied or revoked by an ordinary resolution of the Shareholders at general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed "A. Further information about the Company – 3. Written resolutions of the Shareholders" in Appendix V to this prospectus.

Save as disclosed, the Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into the Shares as at the Latest Practicable Date.