
SHARE CAPITAL

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The following table is prepared on the basis that the Share Offer has become unconditional. This table, however, takes no account of any Shares which may be allotted and issued by our Company pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme and options which may be granted under the Share Option Scheme and of any Shares which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below.

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

<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>	
10,000 Shares in issue	100
399,990,000 Shares to be issued under the Capitalisation Issue (<i>Note</i>)	3,999,900
<u>100,000,000</u> Shares to be issued under the Share Offer	<u>1,000,000</u>
 <u>500,000,000</u> Shares in issue immediately upon Listing	 <u>5,000,000</u>

Note: Pursuant to the resolutions of Shareholders passed on 6 September 2011, conditional upon the share premium account of our Company being credited as a result of the Share Offer, our Directors were authorised to capitalise the amount of HK\$3,999,900 from the amount standing to the credit of the share premium account of our Company and to apply such amount to pay up in full at par a total of 399,990,000 Shares for allotment and issue to the holders of Shares whose names shall appear on the register of members of our Company at the close of business on 7 September 2011, in proportion (as nearly as possible without involving fractions) to their respective then existing shareholdings in our Company.

ASSUMPTIONS

The above table assumes the Share Offer and the Capitalisation Issue become unconditional and the issue of Shares pursuant thereto is made as described herein.

The minimum level of public float to be maintained by our Company after the Listing is 25% of the issued capital of our Company.

RANKING

The Offer Shares will rank pari passu in all respects with all of the Shares now 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 Capitalisation Issue.

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SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme and the Pre-IPO Share Option Scheme. Summaries of the principal terms of the Share Option Scheme and the Pre-IPO Share Option Scheme are set out in the paragraphs headed “Share Option Scheme” and “Pre-IPO Share Option Scheme” respectively in appendix V to this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Subject to the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- (1) 20% of the aggregate amount of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue (excluding any Shares which may fall to be allotted and issued pursuant to the exercise of any options granted under the Pre-IPO Share Option Scheme and any options that may be granted under the Share Option Scheme); and
- (2) the aggregate nominal amount of the Shares repurchased by our Company (if any) pursuant to the repurchase mandate (as referred to below).

Our Directors may, in addition to the Shares which they are authorised to issue under this mandate, allot, issue and deal in the Shares pursuant to a rights issue, scrip dividend scheme or similar arrangements or the exercise of any options granted under the Pre-IPO Share Option Scheme and any options that may be granted under the Share Option Scheme.

This mandate will remain in effect until:

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

whichever is the earliest.

For further details of this general mandate, see the paragraphs headed “Resolutions of the Shareholders” in appendix V to this prospectus.

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GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue (excluding any Shares which may fall to be allotted and issued pursuant to the exercise of any options granted under the Pre-IPO Share Option Scheme and any options which may be granted under the Share Option Scheme).

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 the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Repurchase of our Company’s own securities” in the section headed “Further information about our Group” in appendix V to this prospectus.

This mandate will remain in effect until:

- at the end of next annual general meeting of our Company;
- at the end of the period within which the next annual general meeting of our Company is required by the Articles of Association or any applicable law to be held; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, see the paragraphs headed “Resolutions of the Shareholders” in appendix V to this prospectus.