
SHARE CAPITAL

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Our authorised share capital as of the date of this prospectus is as follows:

<i>Authorised share capital:</i>	<i>HK\$</i>
38,000,000 Shares	0.01

Assuming the Over-allotment Option is not exercised and without taking into account any Share which may be issued upon exercise of any options that may be granted under the Share Option Scheme, our issued share capital immediately following the Capitalisation Issue and the Share Offer will be as follows:

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

	<i>HK\$</i>
1,111,112 Shares in issue as at the date of this prospectus	11,111.12
590,000,472 Shares to be issued pursuant to the Capitalisation Issue	5,900,004.72
<u>129,760,000</u> Shares to be issued pursuant to the Share Offer	<u>1,297,600.00</u>
<u><u>720,871,584</u></u> Shares	<u><u>7,208,715.84</u></u>

Assuming the Over-allotment Option is exercised in full and without taking into account any Share which may be issued upon exercise of any options that may be granted under the Share Option Scheme, our issued share capital immediately following the Capitalisation Issue and the Share Offer will be as follows:

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

	<i>HK\$</i>
1,111,112 Shares in issue as at the date of this prospectus	11,111.12
590,000,472 Shares to be issued pursuant to the Capitalisation Issue	5,900,004.72
129,760,000 Shares to be issued pursuant to the Share Offer	1,297,600.00
<u>19,464,000</u> Shares to be issued pursuant to the Over-allotment Option	<u>194,640.00</u>
<u><u>740,335,584</u></u> Shares	<u><u>7,403,355.84</u></u>

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According to Rule 8.08 of the Listing Rules, at the time of the Listing and at all times thereafter, our Company must maintain the “minimum prescribed percentage” of 25% of our Company’s issued share capital in the hands of the public.

RANKING

The Offer Shares will rank *pari passu* in all respects with all 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 our Shares in respect of a record date which falls after the Listing Date other than participation in the Capitalisation Issue.

Save as disclosed in this prospectus, no share or loan capital of our Company or any of our subsidiaries is under any option or is agreed conditionally or unconditionally to be put under any option.

CAPITALISATION ISSUE

Pursuant to the resolutions of our Shareholders passed on 9 April 2012, subject to the share premium account of our Company being credited as a result of the issue of Offer Shares pursuant to the Share Offer, our Directors are authorised to allot and issue a total of 590,000,472 Shares credited as fully paid at par to the holders of Shares on the register of members of our Company at the close of business on 9 April 2012 in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalisation of the sum of HK\$5,900,004.72 standing to the credit of the share premium account of our Company, and our Shares to be allotted and issued pursuant to this resolution shall each rank *pari passu* in all respects with the existing issued Shares.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on , the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus.

GENERAL MANDATE TO ISSUE NEW SHARES

A general unconditional mandate has been granted to our Directors authorising them to exercise the powers to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued, provided that the aggregate nominal value of our Shares allotted or agreed conditionally or unconditionally to be allotted shall not exceed 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Share Offer and the Capitalisation Issue (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any option granted under the Share Option Scheme).

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The abovementioned mandate does not apply to situations where our Directors allot, issue or deal with our Shares by way of rights or an issue of Shares pursuant to the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme or any other share scheme of our Company or any Shares allotted in lieu of the whole or part of a dividend on our Shares in accordance with the Articles or pursuant to a specific authority granted by our Shareholders or pursuant to the Share Offer or the Capitalisation Issue.

The abovementioned mandate will expire:

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

whichever is the earliest.

Particulars of this general mandate are set forth under the paragraph headed “Written resolutions of our Shareholders passed on 9 April 2012” in Appendix VI to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

A general unconditional mandate has been granted to our Directors authorising them to exercise all the powers for and on behalf of our Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Share Offer and the Capitalisation Issue (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any option granted under the Share Option Scheme).

The abovementioned mandate only relates to repurchases made on the Stock Exchange, or on any other approved stock exchange(s) on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for that purpose, and which are made in accordance with all applicable laws and requirements of the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time. A summary of the relevant Listing Rules is set forth under the paragraph headed “Repurchase of our Shares by our Company” in Appendix VI to this prospectus.

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The abovementioned mandate will expire:

- at the conclusion of our next annual general meeting; or
- at the expiration of the period within which our next annual general meeting is required by the Cayman Companies Law or any applicable law or the Articles to be held; or
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying such mandate,

whichever is the earliest.

Particulars of this general mandate are set forth under the paragraph headed “Written resolutions of our Shareholders passed on 9 April 2012” in Appendix VI to this prospectus.