
SHARE CAPITAL

Our authorised and issued Share capital as of the date of this prospectus are as follows:

<i>Authorised Share Capital</i>	<i>HK\$</i>
<u>1,000,000,000</u> Shares of HK\$0.10 each	<u>100,000,000</u>
<i>Shares issued and to be issued, fully paid or credited as fully paid:</i>	
50,000 Shares in issue at the date of this prospectus	5,000
449,950,000 Shares to be issued pursuant to the Capitalisation Issue	44,995,000
150,000,000 Shares to be issued pursuant to the Share Offer (excluding any Shares which may be issued under the Over-allotment Option and any Shares which may be issued pursuant to exercise of the options which may be granted under the Share Option Scheme)	15,000,000
<u>600,000,000</u> Total:	<u>60,000,000</u>

Assumptions

The tables above assume the Share Offer becomes unconditional and is completed in accordance with the relevant terms and conditions. It takes no account of (a) any Shares issued upon exercise of options which may be granted under our Share Option Scheme; (b) any Shares which may be issued under the general mandate given to our Directors for the issue and allotment of Shares; or (c) any Shares which may be repurchased by us pursuant to the general mandate given to our Directors for the repurchase of Shares.

Ranking

The Offer Shares and the Shares that may be issued pursuant to exercise of the Over-allotment Option will rank pari passu in all respects with all other existing Shares in issue as mentioned in this prospectus, and in particular, will be entitled to all dividends and other distributions hereafter declared, paid or made on the Shares after the date of this prospectus save for entitlements under the Capitalisation Issue.

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ISSUING MANDATE

Our Directors have been granted a general unconditional mandate (the “Issuing Mandate”) to allot, issue and deal with our Shares with a total par value of not more than the sum of:

- (1) 20% of the total par value of our issued share capital immediately following the completion of the Share offer (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or any Shares which may be allotted and issued pursuant to the exercise of the options that may be granted under the Share Option Scheme); and
- (2) the total par value of our issued share capital repurchased by our Company (if any) pursuant to the Repurchase Mandate.

The Issuing Mandate will expire:

- at the conclusion of our annual general meeting;
- at the expiration of the period within which our next annual general meeting is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- at the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in a general meeting,

whichever is the earliest.

For further details of this Issuing Mandate, please refer to the paragraph headed “A. Further Information about our Group – 3. Resolutions of our Shareholders” in Appendix VII to this prospectus.

REPURCHASE MANDATE

Our Directors have been granted the repurchase mandate, which is a general unconditional mandate (the “Repurchase Mandate”) to exercise all our powers to repurchase Shares with a total par value of not more than 10% of the aggregate of the total nominal amount of our share capital in issue immediately following completion of the Share offer (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or any Shares which may be allotted and issued pursuant to the exercise of the options that may be granted under the Share Option Scheme).

This mandate relates only to repurchase made on the Stock Exchange or on any other stock exchange (which is recognised by the SFC and the Stock Exchange for this purpose) on which our securities may be listed, and which are made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “A. Further Information about our Group – 6. Repurchases of our own securities” in Appendix VII to this prospectus.

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The Repurchase Mandate will expire:

- at the conclusion of our next general meeting;
- at the expiration of the period within which our next annual general meeting is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held; and
- at the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in a general meeting,

whichever is the earliest.

For further details of this repurchase mandate, please refer to the paragraph headed “A. Further Information about our Group – 3. Resolutions of our Shareholders” in Appendix VII to this prospectus.