

SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the share capital of our Company immediately after completion of the Placing:

	Aggregate nominal value (HK\$)
<i>Authorised share capital:</i> 1,000,000,000 Shares	<u>10,000,000</u>
<i>Issued share capital:</i> 21,000 Shares in issue as at the Latest Practicable Date	210
<i>Shares to be issued, fully paid or credited as fully paid:</i> 280,000,000 Shares to be issued pursuant to the Placing 519,979,000 Shares to be issued pursuant to the Capitalisation Issue	2,800,000 <u>5,199,790</u>
<i>Total:</i> 800,000,000 Shares	<u><u>8,000,000</u></u>

ASSUMPTION

The above table assumes the Placing becomes unconditional and the issue of Shares pursuant to the Placing is made.

RANKING

The Placing Shares are ordinary shares in the share capital of our Company and will rank pari passu in all respects with all other Shares currently in issue or to be issued as mentioned in this prospectus and, in particular, will rank equally for all dividends and other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme, the principal terms of which are summarised in the section headed “IV. Share Option Scheme” in Appendix V to this prospectus.

GENERAL MANDATE GIVEN TO THE DIRECTORS TO ISSUE SHARES

The Directors have been granted a general unconditional mandate (the “**Share Issue Mandate**”) to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding the sum of:

- (1) 20% of the total nominal value of the Shares in issue immediately following completion of the Placing and the Capitalisation Issue; and

SHARE CAPITAL

- (2) the total nominal value of the Shares repurchased by the Company under the Share Repurchase Mandate referred to in the paragraph headed “General Mandate given to the Directors to Repurchase Shares” below.

The Directors may, in addition to Shares which they are authorised to issue under the Share Issue mandate, allot, issue and deal in the Shares pursuant to a rights issue, or any scrip dividend shares or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, or upon the exercise of any options which may be granted under the Share Option Scheme or other similar arrangement.

The Share Issue Mandate will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

For further details of the Share Issue Mandate, please see the section headed “Further information about our Company – 3. Resolutions in writing of the sole Shareholder passed on 26 September 2013” in Appendix V to this prospectus.

GENERAL MANDATE GIVEN TO THE DIRECTORS TO REPURCHASE SHARES

The Directors have been granted a general unconditional mandate (the “**Share Repurchase Mandate**”) to exercise all the powers of the Company to repurchase Shares with a total nominal value not exceeding 10% of the total nominal value of the share capital of the Company in issue immediately following completion of the Placing and the Capitalisation Issue.

The Share Repurchase 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 are recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Further information about our Company – 6. Repurchase by our Company of its own securities” in Appendix V to this prospectus.

The Share Repurchase Mandate will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or

SHARE CAPITAL

- (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

For further details of the Share Repurchase Mandate, please see the section headed “Further information about our Company – 3. Resolutions in writing of the sole Shareholder passed on 26 September 2013” in Appendix V to this prospectus.

RULE 17.29 OF THE GEM LISTING RULES

The Company confirms that it will comply with the requirements of Rule 17.29 of the GEM Listing Rules upon Listing. Rule 17.29 of the GEM Listing Rules provides that the Company may not issue any further Shares or securities convertible into equity securities or form any agreement to make such an issue within six months from the date on which the Shares commence dealing on GEM.