
SHARE CAPITAL

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The following is a description of the share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the Capitalisation Issue and the Placing without taking into account any Shares which may be issued pursuant to the exercise of options that may be granted under the Share Option Scheme:

<i>Authorised share capital:</i>		<i>HK\$</i>
<u>10,000,000,000</u>	Shares of HK\$0.01 each	<u>100,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid</i>		
1,075,000	Shares in issue as at the date of this prospectus	10,750
348,925,000	Shares to be issued pursuant to the Capitalisation Issue	3,489,250
<u>50,000,000</u>	Shares to be issued pursuant to the Placing	<u>500,000</u>
400,000,000	Total Shares issued and to be issued upon completion of the Capitalisation Issue and the Placing	<u>4,000,000</u>

ASSUMPTIONS

The above table assumes that the Capitalisation Issue and the Placing become unconditional and the issue of Shares pursuant thereto are made as described herein. It takes no account of Shares which may be allotted and issued upon the exercise of the options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below or otherwise.

MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of Listing and at all times thereafter, our Company must maintain the “minimum prescribed percentage” of 25% of the issued share capital of our Company in the hands of the public (as defined in GEM Listing Rules).

RANKING

The Placing Shares will rank *pari passu* in all respects with all other Shares in issue as mentioned in this prospectus, and in particular, will rank in full for all dividends and other distributions hereafter declared, paid or made on the Shares in respect of a record date which falls after the date of this prospectus.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this prospectus.

CAPITALISATION ISSUE

Pursuant to the resolutions of our Shareholders passed on 19 November 2013, subject to the share premium account of our Company being credited as a result of the Placing, our Directors were authorised to allot and issue a total of 348,925,000 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 19 November 2013 (or as they may direct) by way of capitalisation of the sum of HK\$3,489,250 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares (other than the right to participate in the Capitalisation Issue).

SHARE CAPITAL

GENERAL MANDATE TO ISSUE SHARES

Subject to the Placing becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate nominal value of not exceeding 20% of the aggregate nominal amount of the share capital of our Company in issue as enlarged by the Placing and the Capitalisation Issue (without taking into account any Shares which may be issued upon the exercise of any options granted under the Share Option Scheme) and the aggregate nominal value of the share capital of our Company repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares as described below.

Our Directors may, in addition to the Shares which they are authorised to issue under the mandate, allot, issue and deal in the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants or convertible securities of our Company, scrip dividends or similar arrangements or the exercise of options granted under the Share Option Schemes or any other option scheme or similar arrangement for the time being adopted.

This mandate will expire:

- (i) at the conclusion of our Company's next annual general meeting;
- (ii) upon the expiry of the period within which our Company is required by any applicable law of the Cayman Islands or the Articles to hold our next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

For further details of the general mandate for the allotment and issue of Shares, see "Statutory and General Information — A. Further information about our Company and our subsidiaries — 3. Resolutions in writing of all Shareholders passed on 19 November 2013" in Appendix IV to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Placing becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue, as enlarged by the Placing and the Capitalisation Issue (without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme).

This mandate relates only 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 made in accordance with all applicable laws and the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in "Statutory and General Information — A. Further information about our Company and our subsidiaries — 6. Repurchase by our Company of its own securities" in Appendix IV to this prospectus.

This mandate will expire:

- (i) at the conclusion of our Company's next annual general meeting;
- (ii) upon the expiry of the period within which our Company is required by any applicable law of the Cayman Islands or the Articles to hold our next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

For further details of the general mandate for the repurchase of Shares, see "Statutory and General Information — A. Further information about our Company and our subsidiaries — 3. Resolutions in writing of all Shareholders passed on 19 November 2013" in Appendix IV to this prospectus.