
SHARE CAPITAL

The table below set out the authorised and issued share capital of our Company as at the Latest Practicable Date and immediately after Listing:

	<i>HK\$</i>
<i>Authorised:</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>	
1,000,000 Shares in issue as at the date of this prospectus	10,000
839,000,000 Shares to be issued pursuant to the Capitalisation Issue	8,390,000
<u>120,000,000</u> Shares to be issued pursuant to the Placing	<u>1,200,000</u>
<u>960,000,000</u> Shares	<u>9,600,000</u>

Assumptions

The above table assumes that the Placing and the Capitalisation Issue become unconditional and the issue of Shares pursuant thereto is made as described herein, without taking into account of any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme or 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 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 the GEM Listing Rules).

Ranking

The Placing Shares will rank equally with all Shares now in issue or to be allotted and issued and will qualify for all dividends or other distributions declared, made or paid after the date of the prospectus save for the entitlements under the Capitalisation Issue.

Share Option Scheme

Our Company has conditionally adopted the Share Option Scheme. A summary of its principal terms is set out in the section headed "Share Option Scheme" in Appendix IV to this prospectus. As at the Latest Practicable Date, no option has been granted under the Share Option Scheme.

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General mandate to issue Shares

Subject to the Placing becoming unconditional, our Directors have been granted a general unconditional mandate to allot and issue and deal with the unissued Shares with an aggregate nominal value of not more than:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Placing and the Capitalisation Issue; and
- (b) 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 of our Company, scrip dividends or similar arrangements providing for the allotment and issue of shares in lieu of cash dividends or options to be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

For further details of this general mandate, see the paragraph headed “Further information about our Company” 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 a total nominal value of not more than 10% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Placing and the Capitalisation Issue.

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 all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed “Repurchase by our Company of its own securities” in the section headed “Further information about our Company” in Appendix IV to this prospectus.

These general mandates to issue and repurchase Shares will expire:

- (a) at the conclusion of the next annual general meeting of our Company;
- (b) at the expiration of the period within which the next annual general meeting of our Company is required by any laws applicable to our Company to be held; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting,

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whichever is the earliest.

For further details of this general mandate, please refer to the paragraphs headed “Written resolutions of our Shareholders” and “Repurchase by our Company of its own securities” in the paragraph headed “Further information about our Company” in Appendix IV to this prospectus.