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## SHARE CAPITAL

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### SHARE CAPITAL

The share capital of the Company immediately following the Capitalisation Issue and the Placing will be as follows:

	<i>HK\$</i>
<i>Authorised:</i>	
<u>2,000,000,000</u> Shares of HK\$0.01 each	<u>20,000,000</u>
<i>Issued or to be issued, fully paid or credited as fully paid:</i>	
100 Shares in issue as at the Latest Practicable Date	1
449,999,900 Shares to be issued pursuant to the Capitalisation Issue	4,499,999
<u>150,000,000</u> Shares to be issued pursuant to the Placing	<u>1,500,000</u>
<u>600,000,000</u> Shares	<u>6,000,000</u>

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of Listing and at all times thereafter, the Company must maintain the minimum prescribed percentage of 25% of the issued share capital of the 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 this prospectus save for the entitlements under the Capitalisation Issue and the Group's interim dividend of HK\$15.0 million declared in September 2015.

### SHARE OPTION SCHEME

The 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 V to this prospectus.

### GENERAL MANDATE TO ISSUE SHARES

Subject to the Placing becoming unconditional, the 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 the Company in issue immediately following completion of the Placing and the Capitalisation Issue (excluding any Shares that may be issued pursuant to the exercise of options that may be granted under the Share Option Scheme); and

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- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any) pursuant to the general mandate to repurchase Shares as described below.

The Directors may, in addition to the Shares which they are authorised to issue under the mandate, allot, issue and deal in Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants of the Company, scrip dividends or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any 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 or such other issue and allotment of Shares or securities of the Company as permitted under the GEM Listing Rules.

For further details of this general mandate, please refer to the section headed “Further information about the Company — Written resolutions of the sole Shareholder” as set out in Appendix V to this prospectus.

### **GENERAL MANDATE TO REPURCHASE SHARES**

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of the Company’s share capital in issue immediately following completion of the Placing and the Capitalisation Issue (excluding any Shares that may be issued pursuant to the exercise of options that may be granted under the Share Option Scheme).

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 section headed “A. Further information about the Company and the subsidiaries — Repurchase by the Company of its own securities” in Appendix V to this prospectus.

The general mandate to issue shares and repurchase Shares will respectively expire:

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

For further details of this general mandate, please refer to the section headed “Further information about the Company — Written resolutions of the sole Shareholder” and “A. Further information about the Company and the subsidiaries — Repurchase by the Company of its own securities” respectively in Appendix V to this prospectus.