
SHARE CAPITAL

SHARE CAPITAL OF OUR COMPANY

The authorised share capital of our Company is as follows:

	HK\$
<i>Authorised share capital</i>	
[1,000,000,000] Shares of par value HK\$0.01 each	[10,000,000]

Without taking into account the exercise of the [REDACTED] and any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme, the share capital immediately following the [REDACTED] and the [REDACTED] will be as follows:

	HK\$
[100] Shares in issue immediately prior to the [REDACTED]	[1]
[85,000,000] Shares to be issued under the [REDACTED]	[850,000]
<u>[314,999,900]</u> Shares to be issued under the [REDACTED]	<u>[3,149,999]</u>
<u>[400,000,000]</u> Total	<u>[4,000,000]</u>

RANKING

The [REDACTED] will rank *pari passu* in all respects with all the Shares now in issue or to be issued as mentioned in this document, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of [REDACTED] other than participation in the [REDACTED].

MINIMUM PUBLIC FLOAT

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

SHAREHOLDERS' GENERAL MEETING

Please refer to Appendix III in this document in respect of circumstances under which general meeting is required.

SHARE CAPITAL

GENERAL MANDATE TO ISSUE SHARES

Conditional on the fulfilment or waiver (as applicable) of the conditions set out in the section headed “Structure and conditions of the [REDACTED] — Conditions of the [REDACTED]” in this document, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the [REDACTED] and the [REDACTED]; and
- (b) the aggregate nominal value of the share capital of our Company repurchased by our Company, if any under the general mandate to repurchase Shares referred to in the paragraph headed “General mandate to repurchase Shares” below.

The allotment and issue of Shares under a rights issue, script dividend scheme or similar arrangement in accordance with the Articles do not generally require the approval of the Shareholders in general meeting and the aggregate nominal value of the Shares which our Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of such Shares.

This general mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company is required by applicable laws or the Articles to hold its next annual general meeting; and
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “A. Further Information about our Company and our subsidiary — 3. Written resolutions of our then sole Shareholder passed on [●] 2015” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the fulfilment or waiver (as applicable) of the conditions set out in the section headed “Structure and conditions of the [REDACTED] — Conditions of the [REDACTED]” in this document, 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 value of the share capital of our Company in issue following completion of the [REDACTED] and the [REDACTED].

This mandate only relates to repurchases made on the Stock Exchange, or any other stock exchange on which the Shares may be [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), which are made in accordance with all applicable laws and

SHARE CAPITAL

requirements of the GEM Listing Rules. Further information required by the Stock Exchange to be included in this document regarding the repurchase of Shares is set out in the section headed “A. Further information about our Company and our subsidiary — 6. Repurchase by our Company of its own securities” in the “Statutory and General Information” section in Appendix IV in this document.

This general mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company is required by applicable laws or the Articles to hold its next annual general meeting; and
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “A. Further Information about our Company and our subsidiary — 3. Written resolutions of our then sole Shareholder passed on [●] 2015” in the “Statutory and General Information” section in Appendix IV to this document.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarised in the section headed “D. Share Option Scheme” in Appendix IV to this document.

Our Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into our Shares as at the Latest Practicable Date.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

The circumstances under which general meeting and class meeting are required are provided in the Articles of the Company. For details, please refer to the section headed “Summary of the constitution of the Company” as set out in Appendix III in this document.