

## SHARE CAPITAL

HK\$

*Authorised share capital:*

<u>1,000,000,000</u> Shares	<u>100,000,000</u>
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*Shares issued and to be issued, fully paid or credited as fully paid:*

1,000 Shares in issue as at the date of this prospectus	100
228,749,000 Shares to be issued pursuant to the Capitalisation Issue	22,874,900
<u>76,250,000</u> Shares to be issued under the Share Offer	<u>7,625,000</u>
 <u>305,000,000</u> Shares	 <u>30,500,000</u>

The minimum level of public float to be maintained by our Company at all times after listing under the Listing Rules is 25% of the share capital in issue from time to time.

*Notes:*

**1. Assumptions**

The above table assumes that the Share Offer and the Capitalisation Issue become unconditional and issue of the Offer Shares is made as described in this prospectus and takes no account of any Shares which may be allotted and issued by our Company pursuant to the exercise of any options that 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 the Shares granted to the Directors as described in notes 4 and 5 below.

**2. Ranking**

The Offer Shares will rank *pari passu* in all respects with all Shares currently in issue and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus, except for entitlement under the Capitalisation Issue.

**3. Share Option Scheme**

We have conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the section headed "Share Option Scheme" in appendix V to this prospectus.

**4. General mandate to issue new Shares**

The Directors have been conditionally granted a general unconditional mandate to allot, issue and deal with the Shares with an aggregate nominal value of not more than the sum of:

- 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Share Offer and the Capitalisation Issue; and
- the aggregate nominal value of the share capital of our Company repurchased by us, if any, under the general mandate mentioned in note 5 below.

This general mandate is exclusive of the authority of the Directors to allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangements or upon the exercise of options granted under the Share Option Scheme.

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This mandate will expire:

- at the conclusion of the next annual general meeting of our Company; or
- at the expiration of the period within which our Company is required by law or our Articles to hold our next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in a general meeting,

whichever is the earliest.

Further information of this general mandate is contained in the section headed "Further information about our Group – Written resolutions of the sole Shareholder" in appendix V to this prospectus.

### 5. General mandate to repurchase Shares

The Directors have been conditionally granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not exceeding 10% of the total nominal value of the share capital of our Company in issue immediately following completion of the Share Offer 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 made in accordance with all applicable laws and requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed "Further information about our Group – Repurchase of our Company's own securities" in appendix V to this prospectus.

This mandate will expire:

- at the conclusion of the next annual general meeting of our Company; or
- at the expiration of the period within which our Company is required by law or our Articles to hold our next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in a general meeting,

whichever is the earliest.

Further information of this general mandate is contained in the section headed "Further information about our Group – Written resolutions of the sole Shareholder" in appendix V to this prospectus.