
SHARE CAPITAL

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The following table is prepared on the basis that the Capitalisation Issue and the Global Offering have become unconditional. This table, however, takes no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme and 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 the Directors as referred to below.

Authorised share capital:

1,560,000,000	Shares of HK\$0.01 each	HK\$15,600,000
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Shares in issue or to be issued, fully paid or credited as fully paid:

10,000	Share in issue	HK\$100
599,990,000	Shares to be issued under the Capitalisation Issue ^(Note)	HK\$5,999,900
200,000,000	Shares to be issued under the Global Offering ^(Note)	HK\$2,000,000

Total:

800,000,000	Shares	HK\$8,000,000
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Note: Pursuant to the written resolutions of the Shareholders passed on 8 June 2015, conditional upon the share premium account of our Company being credited as a result of the Global Offering, the Directors were authorised to capitalise the amount of HK\$5,999,900 from the amount standing to the credit of the share premium account of our Company and to apply such amount to pay up in full at par 483,111,948 Shares, 42,239,296 Shares, 59,999,000 Shares, 11,999,800 Shares and 2,639,956 Shares for allotment and issue to Crystal Talent, Cheer Lik, Advance Keypath Global Investments Limited, Metro Joy International Limited and Aces Chess Global Limited respectively.

MINIMUM PUBLIC FLOAT

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

RANKING

The Offer Shares will rank *pari passu* in all respects with all Shares in issue or to be issued as mentioned herein, and will qualify for all dividends or other distributions declared, made or paid after the date of this prospectus, save for entitlements under the Capitalisation Issue.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. Details of the principal terms are summarised in the paragraph headed “Share Option Scheme” in Appendix V headed “Statutory and General Information” to this prospectus.

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GENERAL MANDATE

Our Directors have been granted a general unconditional mandate to exercise all powers of our Company to allot, issue and deal with, otherwise than by way of rights issue or an issue of Shares upon exercise of any subscription rights attached to any warrants or convertible securities or pursuant to the exercise of any options which might be granted under the Share Option Scheme or any other option scheme(s) or other similar arrangements or under the Global Offering or any scrip dividends in accordance with the Articles or a specific authority granted by the Shareholders, Shares or securities or options convertible into Shares and to make and grant offers and agreements which would or might require Shares to be allotted with an aggregate nominal value not exceeding the sum of:

- 20% of the aggregate nominal value of our share capital in issue immediately upon completion of the Capitalisation Issue and the Global Offering (excluding Shares which may be issued under the Over-allotment Option and pursuant to the exercise of options under the Share Option Scheme); and
- the aggregate nominal amount of Shares repurchased under the authority granted by us to our Directors pursuant to the Repurchase Mandate referred to below (if any).

This general mandate will remain in effect until:

- the conclusion of our next annual general meeting;
- the expiration of the period within which our next annual general meeting is required by the memorandum of association and the Articles or any applicable law to be held; or
- the revocation or variation by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed “Further Information about our Company — Written resolutions of the Shareholders passed on 8 June 2015” in Appendix V headed “Statutory and General Information” to this prospectus.

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REPURCHASE MANDATE

Our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of our share capital in issue immediately following completion of the Capitalisation Issue and the Global Offering (without taking into account the Shares which may be allotted and issued under the Over-allotment Option and pursuant to the exercise of any options that may be granted under the Share Option Scheme).

The general mandate to repurchase Shares will remain in effect until:

- the conclusion of our next annual general meeting;
- the expiration of the period within which our next annual general meeting is required by the memorandum of association and the Articles or any applicable law to be held; or
- the revocation or variation by an ordinary resolution of our Shareholders in general meeting.

whichever is the earliest.

For further details of the Repurchase Mandate, please refer to the paragraph headed “Further Information about our Company — Written resolutions of the Shareholders passed on 8 June 2015” in Appendix V headed “Statutory and General Information” to this prospectus.

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 Association. For details, please refer to Appendix IV headed “Summary of the Constitution of our Company and Cayman Islands Company Law” to this prospectus.