

## SHARE CAPITAL

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The following table is prepared on the basis that the Placing becomes unconditional. This table does not take into account Shares which may be issued under the Over-allotment Option, or upon exercise of any option granted under the Share Option Scheme, or under the general mandate to issue Shares (see “General mandate to issue Shares” below), or which may be repurchased by the Company (see “General mandate to repurchase Shares” below).

<i>Authorised share capital:</i>		<i>HK\$</i>
3,000,000,000	Shares	300,000,000
<i>Shares in issue or to be issued, paid-up or credited as fully paid</i>		<i>HK\$</i>
194,000,000	Shares in issue	19,400,000
226,000,000	Shares to be issued pursuant to the Capitalisation Issue	22,600,000
<u>180,000,000</u>	Shares to be issued under the Placing	<u>18,000,000</u>
<u><u>600,000,000</u></u>	Shares	<u><u>60,000,000</u></u>

### Ranking

The Placing Shares will rank the same in all respects with all Shares in issue and, in particular, will qualify for all dividends or other distributions hereafter declared, paid or made on the Shares.

### SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme. A summary of its principal terms is set out in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus.

Under the Share Option Scheme, options to subscribe for Shares may be granted to the executive Directors and full-time employees of the Group provided that the aggregate nominal value of the Shares in respect of which options may be granted under the Share Option Scheme shall not exceed, when aggregated with Shares subject to any other share option schemes of the Company, 30% of the aggregate nominal value of all the issued Shares from time to time (excluding Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme).

### GENERAL MANDATE TO ISSUE SHARES

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

- (i) 20% of the aggregate nominal amount of Shares in issue and to be issued (as set out in the above table, plus such number of Shares as may be issued upon the exercise of the Over-allotment Option); and

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- (ii) the aggregate nominal amount of Shares repurchased by the Company under the authority referred to in the paragraph headed “General mandate to repurchase Shares” below.

This mandate does not apply to situations where the Directors allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement, or Shares to be issued upon the exercise of options granted under the Share Option Scheme.

This mandate will expire:

- (i) at the end of the Company’s next annual general meeting; or
- (ii) at the end of the period within which the Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please see the paragraph headed “Further information about the Company – Repurchase by the Company of its own securities” in Appendix V to this prospectus.

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

A general unconditional mandate has been granted to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value of up to 10% of the aggregate nominal amount of the Shares in issue and to be issued (as set out in the above table on share capital plus such number of Shares as may be issued upon the exercise of the Over-allotment Option).

This mandate only relates to repurchases made on GEM, or on any other stock exchange on which the Shares are listed (and which are recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed “Further information about the Company - Repurchase by the Company of its own securities” in Appendix V to this prospectus.

This mandate will expire:

- (i) at the end of the Company’s next annual general meeting; or
- (ii) at the end of the period within which the company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please see the paragraph headed “Further information about the Company – Repurchase by the Company of its own securities” in Appendix V to this prospectus.