
SHARE CAPITAL

HK\$

Authorised:

| | | |
|----------------------|--------|-------------------|
| <u>2,000,000,000</u> | Shares | <u>20,000,000</u> |
|----------------------|--------|-------------------|

HK\$

Issued and to be issued, fully paid or credited as fully paid:

| | | |
|--------------------|--|------------------|
| 60,000,000 | Shares in issue | 600,000 |
| 390,000,000 | Shares to be issued under the Capitalisation Issue | 3,900,000 |
| <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> |

Notes:

Minimum Public Float

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at the time of listing and at all times thereafter, the Company must maintain the “minimum prescribed percentage” of its issued share capital in the hands of the public which, in the case of the Company, is not less than 25%.

Assumptions

This table assumes that the Placing becomes unconditional. It takes no account of any Shares which may be issued pursuant to the Over-allotment Option and any Shares which may be allotted and issued upon the exercise of options which have been or may be granted under the Share Option Scheme and the Pre-IPO Share Option Schemes, or which may be allotted and issued under the general mandate to allot, issue and deal with Shares (see below), or which may be purchased by the Company pursuant to the share repurchase mandate (see below).

Ranking

The Placing Shares will rank pari passu in all respects with all Shares in issue or to be issued as mentioned in this prospectus and, in particular, will qualify for all dividends or other distributions declared, paid or made on the Shares after the date of this prospectus except the Capitalisation Issue.

Share Option Scheme

The Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in 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 executive directors and full-time employees of the Group provided that the aggregate nominal value of Shares in respect of which options may be granted under the Share Option Scheme and any other outstanding schemes (including the Pre-IPO Share Option Schemes) of the Company shall not exceed, when aggregated with any 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.

Pre-IPO Share Option Schemes

The Company has granted to certain Directors, employees of and advisors to the Group options under the Pre-IPO Share Option Schemes to subscribe for Shares as more particularly described in the paragraph headed “Pre-IPO Share Option Schemes” in Appendix V to this prospectus. No further options will be granted under the Pre-IPO Share Option Schemes.

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General mandate to allot and issue Shares

Subject to the Placing becoming unconditional, the Directors have been granted a general unconditional mandate to allot, issue and deal with Shares or securities convertible into shares in the capital of the Company with a total nominal value of not more than the sum of:

- (i) 20% of the aggregate nominal amount of Shares in issue immediately following the completion of the Placing and the Capitalisation Issue (including any Shares as may be issued pursuant to the exercise of the Over-allotment Option); and
- (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 is in addition to the power of the Directors to allot, issue or deal with Shares under a rights issue or similar arrangement, or on the exercise of options granted under the Share Option Scheme.

This mandate will expire:

- (i) at the conclusion of the Company’s next annual general meeting; or
- (ii) at the end of the period within which the Company is required by the Companies Law or any other applicable law or its articles of association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Company’s shareholders in general meeting,

whichever occurs first.

For further details of this general mandate, see the paragraph headed “Further information about the Company and its subsidiaries” 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 an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the Shares in issue immediately following the completion of the Placing and the Capitalisation Issue (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option).

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 are recognised by the Securities and Futures Commission 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 paragraph headed “Repurchase by the Company of its own securities” in Appendix V to this prospectus.

This mandate will expire:

- (i) at the conclusion of the Company’s next annual general meeting; or
- (ii) at the end of the period within which the Company is required by the Companies Law or any other applicable law or its articles of association to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Company’s shareholders in general meeting,

whichever occurs first.

For further details of this general mandate, see the paragraph headed “Further information about the Company and its subsidiaries” in Appendix V to this prospectus.