
SHARE CAPITAL

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The tables as shown below assume the Placing and the Capitalisation Issue has become unconditional and the issue of Shares pursuant thereto is made as described herein. It does not take into account any Shares which may be allotted and issued upon the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate given to the Directors to allot and issue or repurchase Shares referred to in the section headed “General mandate to issue Shares” or the section headed “General mandate to repurchase Shares” below, as the case may be.

The authorised and issued share capital of the Company is as follows:

	<u>HK\$</u>
<i>Authorised share capital:</i>	
<u>8,000,000,000</u> Shares of HK\$0.01 each	<u>80,000,000</u>
<i>Shares in issue or to be issued, fully paid or credited as fully paid:</i>	
10,000 Shares in issue	100
679,990,000 Shares to be issued under the Capitalisation Issue	6,799,900
<u>120,000,000</u> Shares to be issued under the Placing	<u>1,200,000</u>
<i>Total:</i>	
<u>800,000,000</u> Shares	<u>8,000,000</u>

RANKING

The Placing 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.

CAPITALISATION ISSUE

Pursuant to the resolutions of the sole shareholder of the Company passed on 28 January 2013, subject to the share premium account of the Company being credited as a result of the Placing, the Directors were authorised to allot and issue a total of 679,990,000 Shares credited as fully paid at par to Aperto Investments Limited by way of capitalisation of the sum of HK\$6,799,900 standing to the credit of the share premium account of the Company, and the Shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the existing issued Shares (other than the right to participate in the Capitalisation Issue).

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SHARE OPTION SCHEMES

The Company has conditionally adopted the Pre-IPO Share Option Scheme and the Share Option Scheme, the major terms of which are set out in the paragraphs headed “Pre-IPO Share Option Scheme” and “Share Option Scheme” in Appendix IV to this prospectus, respectively. As at the Latest Practicable Date, options to subscribe for 57,800,000 Shares have been conditionally granted under the Pre-IPO Share Option Scheme and no option has been granted under the Share Option Scheme.

GENERAL MANDATE TO ISSUE SHARES

If the Placing becomes unconditional as stated in the paragraph headed “Conditions” in the section headed “Structure and conditions of the Placing” below being fulfilled, the Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by the Shareholders) shall not exceed:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the Placing and the Capitalisation Issue; and
- (b) the aggregate nominal value of the share capital of the Company repurchased pursuant to the authority granted to the Directors as referred to in the paragraph headed “General mandate to repurchase Shares” below.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or upon the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme. This general mandate to issue Shares will expire at the earliest of:

- (i) the conclusion of the Company’s next annual general meeting;
- (ii) the expiration of the period within which the Company’s next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “Written resolutions of the sole shareholder of the Company passed on 28 January 2013” in Appendix IV to this prospectus.

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GENERAL MANDATE TO REPURCHASE SHARES

If the Placing becomes unconditional as stated in the paragraph headed “Conditions” in the section headed “Structure and conditions of the Placing” below being fulfilled, the Directors have been granted a general unconditional mandate to exercise all the powers to repurchase Shares (Shares which may be listed on the Stock Exchange or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose) with an aggregate nominal value of not more than 10% of the aggregate nominal value of the Company’s share capital in issue immediately following the completion of the Capitalisation Issue and the Placing (excluding Shares which may be issued pursuant to the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and regulations and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed “Further information about the Company and its subsidiaries” in Appendix IV to this prospectus.

The general mandate to repurchase the Shares will expire at the earliest of:

- (i) the conclusion of the Company’s next annual general meeting;
- (ii) the expiration of the period within which the Company’s next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and
- (iii) it is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “Written resolutions of the sole shareholder of the Company passed on 28 January 2013” in Appendix IV to this prospectus.