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## SHARE CAPITAL

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The authorised and issued share capital of our Company as of the date of this prospectus and immediately after completion of the Share Offer and the Capitalisation Issue will be as follows:

	HK\$
<i>Authorised</i>	
<u>3,000,000,000</u> Shares	<u>30,000,000</u>
	HK\$
<i>Issued and to be issued, fully paid or credited as fully paid:</i>	
1,000,000 Shares in issue as at the date of this prospectus	10,000
560,000,000 Shares to be issued under the Capitalisation Issue	5,600,000
<u>187,000,000</u> Shares to be issued under the Share Offer	<u>1,870,000</u>
<u>748,000,000</u> Shares in issue immediately upon Listing	<u>7,480,000</u>

### ASSUMPTIONS

The above tables assume that the Share Offer becomes unconditional and the issue of Shares pursuant thereto is made as described therein.

The above tables, however, take no account of any Shares which may be issued and allotted or repurchased by our Company under the general mandates for the issue and allotment or repurchase of Shares granted to our Directors as referred to below.

The minimum level of public float to be maintained by our Company after Listing is 25% of the issued capital of our Company.

### RANKING

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

### CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of our Articles, our Company may from time to time by ordinary resolution of our Shareholders (i) increase our capital, (ii) consolidate and divide our capital into Shares of larger amount, (iii) divided our Shares into several classes, (iv) subdivide our Shares into Shares of smaller amount, and (v) cancel any Shares which have not been taken. In addition, our Company may subject to the Cayman Companies Act reduce our share

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capital or capital redemption reserve by our Shareholders passing a special resolution. For further details, please refer to the paragraph headed “Articles of Association — Alterations of capital” in Appendix V to this prospectus.

Pursuant to the Cayman Companies Act and the terms of our Articles, all or any of the special rights attached to our Shares or class of Shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal of issued Shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the Shares of that class. For further details, please refer to the paragraph headed “Articles of Association — Variation of rights of existing shares or classes of shares” in Appendix V to this prospectus.

Other than the circumstances above, certain corporate actions may require the approval of our Shareholders, which would be obtained in a general meeting. For further details, please refer to the paragraph headed “Articles of Association” in Appendix V to this prospectus.

### **GENERAL MANDATE TO ISSUE SHARES**

Subject to the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to issue, allot and deal with Shares with a total number not more than the sum of:

- i. 20% of the total number of Shares in issue immediately following completion of the Share Offer and Capitalisation Issue; and
- ii. the total number of Shares repurchased by our Company (if any) pursuant to the repurchase mandate (as referred to below).

The issue and allotment of Shares under a rights issue or pursuant to the exercise of any subscription rights, warrants which may be issued by our Company from time to time, scrip dividend scheme or similar arrangement providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, do not generally require the approval of shareholders of our Company in general meeting and the aggregate number of Shares which our Directors are authorised to allot and issue pursuant to this mandate will not be reduced by the issue and allotment of such Shares.

This mandate will expire at the earliest of:

- the conclusion of our next annual general meeting;
- the expiration of the period within which our next annual general meeting is required by the Articles or any applicable laws to be held; and
- the date on which such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

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For further details of this general mandate, please refer to the paragraph headed “Further information about our Group — 3. Resolutions of our Shareholders” in Appendix VI to this prospectus.

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

Conditional on the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total number of not more than 10% of the total number of Shares 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 in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Other information — 6. Repurchase by our Company of our own securities” in Appendix VI to this prospectus.

This mandate will expire at the earliest of:

- the conclusion of our next annual general meeting;
- the expiration of the period within which our next annual general meeting is required by the Articles or any applicable laws to be held; and
- the date on which such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting,

For further details of this general mandate, please refer to the paragraph headed “Further information about our Group — 3. Resolutions of our Shareholders” in Appendix VI to this prospectus.