

SHARE CAPITAL

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The tables as shown below assume the [REDACTED] and the [REDACTED] has become unconditional and without taking into account any Shares which may be allotted and issued upon the exercise of any options to be granted under the Share Option Scheme or the exercise of the [REDACTED].

The authorised and issued share capital of the Company before and following the completion of the [REDACTED] and [REDACTED] is as follows:

	HK\$
<i>Authorised share capital:</i>	
<u>1,000,000,000</u> Shares	<u>10,000,000</u>
<i>Shares in issue or to be issued, fully paid or credited as fully paid:</i>	
100 Shares in issue	1
[REDACTED] Shares to be allotted and issued pursuant to [REDACTED] (Note)	[REDACTED]
<u>[REDACTED]</u> Shares to be allotted and issued pursuant to the [REDACTED]	<u>[2,000,000]</u>
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

Note: Pursuant to the written resolutions of the Shareholders passed on [●] 2016, conditional upon the share premium account of the Company being credited as a result of the [REDACTED], the Directors were authorised to capitalise the amount of HK\$[REDACTED] from the amount standing to the credit of the share premium account of the Company and to appropriate such amount as to pay up in full at par [REDACTED] Shares for allotment and issue to the persons whose names appeared on the register of members of the Company at the close of business on [●] 2016, in proportion (or as nearly as possible without involving fractions) to their respective shareholdings in the Company.

ASSUMPTIONS

The tables as shown above assume the [REDACTED] becoming unconditional and the allotment and issue of Shares pursuant thereto and under the [REDACTED] is made as described herein. It does not take into account any Shares which may be issued upon the exercise of the [REDACTED] and options to 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 paragraph headed “General mandate to issue shares” or the paragraph headed “General mandate to repurchase shares” in this section below, as the case may be.

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RANKING

The [REDACTED] 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 document, save for entitlements under the [REDACTED].

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme, please refer to paragraph 13 in Appendix V in this document for further details.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the section headed “Structure and conditions of the [REDACTED] — Conditions of the [REDACTED]” below being fulfilled, the Directors have been granted a general unconditional mandate to allot, issue and deal with 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 [REDACTED] and the [REDACTED]; 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 any options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of the Company’s next annual general meeting;
- (b) 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; or
- (c) it is 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 refer to paragraph 3 of Appendix V in this document.

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GENERAL MANDATE TO REPURCHASE SHARES

Conditional on conditions as stated in the section headed “Structure and conditions of the [REDACTED] — Conditions of the [REDACTED]” 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 [REDACTED] of the aggregate nominal value of the Company’s share capital in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may be issued upon the exercise of the [REDACTED] or any Shares which may be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme).

This mandate only relates to repurchase 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 paragraphs headed “Appendix V — Further information about the Company and its subsidiaries — 6. Repurchase by the Company of its own securities”.

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

- (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; or
- (iii) it is 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 refer to paragraph 6 of Appendix IV and paragraph 3 of Appendix V in this document.

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 further details, please refer to paragraph 2 of Appendix IV in this document.