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## SHARE CAPITAL

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### AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the Capitalisation Issue, the Capitalisation of the Loans and the [REDACTED]:

#### Authorised Share Capital

	<i>HK\$</i>
2,000,000,000 Shares	20,000,000

#### Issued Share Capital

Assuming the [REDACTED] is not exercised, the share capital of our Company immediately following the completion of the [REDACTED] and the Capitalisation Issue will be as follows:

	<i>HK\$</i>
[8,400] Shares in issue at the date of this document	[84]
[377,991,600] Shares to be issued pursuant to the Capitalisation Issue <sup>(Note)</sup>	[3,779,916]
[72,000,000] Shares to be issued pursuant to the Capitalisation of the Loans	[720,000]
<u>[REDACTED]</u> Shares to be issued in the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> <b>Total</b>	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full, the share capital of our Company immediately following the completion of the Capitalisation Issue, the Capitalisation of the Loans and the [REDACTED] will be as follows:

	<i>HK\$</i>
[8,400] Shares in issue at the date of this document	[84]
[377,991,600] Shares to be issued pursuant to the Capitalisation Issue <sup>(Note 1)</sup>	[3,779,916]
[72,000,000] Shares to be issued pursuant to the Capitalisation of the Loans <sup>(Note 2)</sup>	[720,000]
<u>[REDACTED]</u> Shares to be issued in the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Shares to be issued upon exercise of the [REDACTED] in full	<u>[REDACTED]</u>
<u>[REDACTED]</u> <b>Total</b>	<u>[REDACTED]</u>

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*Notes:*

- (1) Pursuant to the written resolutions passed by our Shareholders on [●] 2015, conditional on the share premium account of our Company being credited as a result of the [REDACTED], our Directors were authorised to capitalise an amount of HK\$[3,779,916] standing to the credit of the share premium of our Company as a result of the [REDACTED] and apply such sum in paying up in full at par [377,991,600] Shares for allotment and issue to the persons whose names appear on the register of members of our Company as at [●] 2015 in proportion to their then existing shareholdings in our Company, and the Shares to be allotted and issued pursuant to the Capitalisation Issue shall rank *pari passu* in all respects with the existing issued Shares and the Shares to be issued pursuant to the Capitalisation of the Loans.
- (2) Pursuant to the written resolutions passed by our Shareholders on [●] 2015, our Directors were authorised to allot and issue [52,260,000] Shares to Regal Sky and [19,740,000] Shares to BVI-Prima DG, all credited as fully-paid, on the Listing Date by capitalising the Prima DG Shareholder’s Loan, the HK\$1.4M Loan and the Diamond Strong Loan in full, and the Shares to be allotted and issued pursuant to the Capitalisation of the Loans shall rank *pari passu* in all respects with the existing issued Shares and the Shares to be issued pursuant to the Capitalisation Issue.

### Assumptions

The above table assumes the [REDACTED] has become unconditional and the issue of Shares pursuant thereto is made as described herein. It does not take into account: (i) any Shares which may be allotted and issued (a) pursuant to the exercise of the [REDACTED] or (b) pursuant to the exercise of the options which may be granted under Share Option Scheme; (ii) any Shares which may be allotted and issued pursuant to the issuing mandate (as described below); or (iii) any Shares which may be repurchased by our Company pursuant to the repurchase mandate (as described below).

### Ranking

The [REDACTED] will rank *pari passu* in all respects with all of the Shares now in issue or to be issued as mentioned in this document, and in particular, will rank in full for all dividends or other distributions hereafter declared, made or paid on the Shares on or after the date on which they are issued, save for entitlements to the Capitalisation Issue.

### SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the paragraph headed “Statutory and General Information – Other information – 16. Share Option Scheme” in Appendix IV to this document.

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### ISSUING MANDATE

Subject to the [REDACTED] becomes unconditional, our Directors have been granted a general and unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- (i) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the [REDACTED] (excluding any Shares which may be allotted and issued upon the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme); and
- (ii) the aggregate nominal amount of the share capital of our Company repurchased by our Company (if any) pursuant to the repurchase mandate as referred to below.

The issuing mandate also authorises our Directors to allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangements, or upon the grant of options or the exercise of any options that may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

The issuing mandate will expire at the earliest of:

- (i) the conclusion of our Company’s next annual general meeting;
- (ii) the expiration of the period within which our Company is required by the applicable laws or the Articles to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in the general meeting.

For further details of this issuing mandate, please see the paragraph headed “Further information about our Group – 3. Resolutions in writing passed by our Shareholders on [●] 2015” in Appendix IV to this document.

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### REPURCHASE MANDATE

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue following the completion of the [REDACTED] (excluding any Shares which may be allotted and issued upon the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme).

The repurchase mandate only relates to repurchases made on the Stock Exchange and/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 which are in accordance with the Listing Rules and all other applicable laws and regulations.

The repurchase mandate will expire at the earliest of:

- (i) the conclusion of our Company’s next annual general meeting;
- (ii) the expiration of the period within which our Company is required by the applicable laws or the Articles to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in the general meeting.

For further details of this repurchase mandate, please see the paragraph headed “Statutory and General Information – Further information about our Group – 6. Repurchase by our Company of its own securities” in Appendix IV to this document.

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

As a matter of Companies Law, an exempted company is not required by law to hold any general meetings or class meetings on an annual or regular basis. The holding of a general meeting or class meeting is prescribed for under the articles of association of a company. Accordingly, we will hold general meetings as prescribed for under our Articles, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document.