SHARE CAPITAL OF OUR COMPANY

The following is a description of the authorised and issued share capital of our Company as at the date of this document and shares issued or to be issued as fully paid or credited as fully paid immediately following the completion of the **[REDACTED]** and the **[REDACTED]**:

Authorised share capital:

		HK$
[2,000,000,000]	Shares of HK$0.01 each	[20,000,000]

Issued share capital:

Shares issued or to be issued, fully paid or credited as fully paid (assuming the **[REDACTED]** *is not exercised):*

1,000,000	Shares in issue as of the date of this document	10,000
[REDACTED]	Shares to be issued pursuant to the **[REDACTED]**	**[REDACTED]**
[REDACTED]	Shares to be issued under the **[REDACTED]**	**[REDACTED]**
[REDACTED]	**Total**	**[REDACTED]**

Shares issued or to be issued, fully paid or credited as fully paid (assuming the **[REDACTED]** *is exercised in full):*

1,000,000	Shares in issue as of the date of this document	10,000
[REDACTED]	Shares to be issued pursuant to the **[REDACTED]**	**[REDACTED]**
[REDACTED]	Shares to be issued under the **[REDACTED]**	**[REDACTED]**
[REDACTED]	Shares to be issued upon full exercise of the **[REDACTED]**	**[REDACTED]**
[REDACTED]	**Total**	**[REDACTED]**

Assumptions:

The above table assumes that the **[REDACTED]** has become unconditional and the Shares are issued pursuant to the **[REDACTED]** and the **[REDACTED]**. It takes no account of any Shares which may be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme or which may be allotted and issued or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

RANKING

Our Company has only one class of shares, namely ordinary shares, each of which ranks *pari passu* with the other shares. The **[REDACTED]** will carry the same rights as all Shares in issue or to be issued and, in particular, will qualify for all dividends or other distributions declared, made or paid after the date of this document (save for entitlements to the **[REDACTED]**).

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Companies Act and the terms of our Memorandum and Articles of Association, our Company may from time to time by ordinary resolution of Shareholders (i) increase its capital; (ii) consolidate and divide its capital into Shares of larger amount; (iii) subdivide its Shares into Shares of smaller amount; and (iv) cancel any Shares which have not been taken. In addition, our Company may subject to the provisions of the Companies Act reduce its share capital by special resolution of Shareholders. For details, please refer to "Summary of the Constitution of the Company and the Company Laws of the Cayman Islands — 2. Articles of Association — 2.1 Shares — (c) Alteration of Capital" in Appendix III to this document.

Pursuant to the Companies Act and the terms of our Memorandum of Association and our Articles of Association, all or any of the special rights attached to our Shares or any class of Shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued Shares of that class (excluding treasury shares) or with the approval of a resolution passed by at least three-fourths of the votes cast by the holders at a separate general meeting of the holders of the Shares of that class (excluding treasury shares). For details, please refer to "Summary of the Constitution of the Company and the Company Laws of the Cayman Islands — 2. Articles of Association — 2.1 Shares — (b) Variation of Rights of Existing Shares or Classes of Shares" in Appendix III to this document.

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]**" of this document, our 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 our 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 our Shareholders) shall not exceed the aggregate of:

(i) 20% of the total number of our Shares in issue immediately following the completion of the **[REDACTED]** and the **[REDACTED]** (not including Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]** or any option which may be granted under the Share Option Scheme and treasury Shares held by our Company, if any); and

(ii) the total number of our Shares repurchased by our Company pursuant to the authority granted to our Directors referred to in the paragraph headed "General Mandate to Repurchase Shares" below in this section.

This mandate does not cover Shares to be allotted, issued or dealt with under a rights issue. This mandate will remain in effect until whichever is the earliest of:

(i) the conclusion of our Company's next annual general meeting;

(ii) the expiration of the period within which our Company's next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and

(iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

For further details of this general mandate, please refer to "Statutory and General Information — A. Further Information About Our Group — 3. Resolutions in writing of our Shareholders passed on [•]" in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the conditions as stated in the section headed "Structure and conditions of the **[REDACTED]** — Conditions of the **[REDACTED]**" in this document, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase such number of Shares as will represent not more than 10% of the total number of Shares in issue immediately following the completion of the **[REDACTED]** and the **[REDACTED]** (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]** or any option which may be granted under the Share Option Scheme and treasury Shares held by our Company, if any).

This mandate only relates to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares may be **[REDACTED]** and which is recognised by the SFC and the Stock Exchange for this purpose, and such repurchases are made in accordance with all applicable laws, rules and regulations and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in "Statutory and General Information — A. Further Information About Our Group — 6. Repurchase of our Shares" in Appendix IV to this document.

This mandate will remain in effect until whichever is the earliest of:

(i) the conclusion of our Company's next annual general meeting;

(ii) the expiration of the period within which our Company's next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and

(iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

For further details of this share repurchase mandate, please refer to "Statutory and General Information — A. Further Information About Our Group — 3. Resolutions in writing of our Shareholders passed on [•]" and "A. Further Information About Our Group — 6. Repurchase of our Shares" in Appendix IV to this document.

SHARE OPTION SCHEME

Our Company has conditionally approved and adopted the Share Option Scheme, particulars of which are set out in "Statutory and General Information — D. Share Option Scheme" in Appendix IV to this document. As at the Latest Practicable Date, no option has been granted or agreed to be granted under the Share Option Scheme.