AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue as at the date of this document and to be issued as fully paid or credited as fully paid immediately following the completion of the **[REDACTED]** and the **[REDACTED]** (assuming the **[REDACTED]** is not exercised):

		Nominal value
		HK$
Authorised share capital		
[10,000,000,000]	Share of par value HK$[0.01] each	[100,000,000]
Shares issued and to be issued, fully paid or credited as fully paid:		
[1,000,000]	Shares in issue immediately prior to the **[REDACTED]** and the **[REDACTED]**	[10,000]
[REDACTED]	Shares to be issued pursuant to the **[REDACTED]**	**[REDACTED]**
[REDACTED]	Shares to be issued pursuant to the **[REDACTED]**	**[REDACTED]**
[REDACTED]	Shares in total	**[REDACTED]**

ASSUMPTIONS

The above table assumes that the **[REDACTED]** has become unconditional and that the Shares have been issued pursuant to the **[REDACTED]** and the **[REDACTED]**. It does not take into account any Shares that may be allotted and issued upon the exercise of the **[REDACTED]** or that may be allotted and issued or repurchased by our Company pursuant to the general mandates granted to our Directors to allot and issue or repurchase Shares as described below.

RANKING

The **[REDACTED]** rank equally in all respects with all the Shares currently in issue or to be issued as mentioned in this document and, in particular, will qualify for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this document, except save for any entitlement under the **[REDACTED]**.

[REDACTED]

Pursuant to the written resolutions of our Shareholders passed on [●] and subject to the share premium account of our Company being credited as a result of the issue of the **[REDACTED]** pursuant to the **[REDACTED]**, our Directors were authorised to allot and issue a total of **[REDACTED]** Shares credited as fully paid to the holder(s) of Shares on the register of members of our Company at the close of business on [●] (or as they may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of **[REDACTED]** of the sum of HK$**[REDACTED]** standing to the credit of the share premium account of our 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 **[REDACTED]**).

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions set forth in "Structure and Conditions of the **[REDACTED]** — Conditions of the **[REDACTED]**" in this document being fulfilled or waived (as applicable), our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to allot, issue and deal with, such number of Shares not exceeding the aggregate of (1) 20% of the total number of our issued Shares immediately following the completion of the **[REDACTED]** and the **[REDACTED]** (without taking into account any Shares that may be allotted and issued pursuant to the exercise of the **[REDACTED]**); and (2) the total number of our issued Shares repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares as described below.

The allotment and issue of Shares under a rights issue, script dividend scheme or similar arrangement in accordance with the Articles generally do not require the approval of the Shareholders in a general meeting, and the aggregate nominal value of the Shares that our Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of such Shares.

This general mandate will remain in effect until the earliest of:

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

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

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

For further details of the general mandate for the allotment and issue of Shares, please refer to "Statutory and General Information — A. Further information about our Company and our subsidiaries — 4. Resolutions of our Shareholders" in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions set forth in "Structure and Conditions of the **[REDACTED]** — Conditions of the **[REDACTED]**" in this document being fulfilled or waived (as applicable), our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares not exceeding 10% of the aggregate number of our issued Shares immediately following the completion of the **[REDACTED]** and the **[REDACTED]** (without taking into account any Shares that may be allotted and issued pursuant to the exercise of the **[REDACTED]**).

This mandate relates only to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares are **[REDACTED]** (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and the Listing Rules. A summary of the relevant Listing Rules is set out in "Statutory and General Information — A. Further information about our Company and our subsidiaries — 5. Repurchase by our Company of our Shares" in Appendix IV to this document.

This general mandate will remain in effect until the earliest of:

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

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

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

For further details of the general mandate for the repurchase of Shares, please refer to "Statutory and General Information — A. Further information about our Company and subsidiaries — 4. Resolutions of our Shareholders" in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Companies Act and the terms of the Memorandum of Association and the Articles, our Company may from time to time by Shareholders' ordinary resolution (i) increase our share capital; (ii) consolidate and divide our share capital into Shares of larger amount; (iii) subdivide our Shares into Shares of smaller amount than is fixed by Memorandum of Association; and (iv) cancel any Shares which have not been taken. In addition, our Company may, subject to the provisions of the Companies Act, reduce our share capital by Shareholders' special resolution. Please refer to "Summary of the Constitution of our Company and Cayman Islands Company Law" in Appendix III to this document for more details.

Pursuant to the Companies Act and the terms of the Memorandum of Association and the Articles, all or any of the special rights attached to the Share 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 voting rights of the issued Shares of that class or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the Shares of that class. Please refer to "Summary of the Constitution of our Company and Cayman Islands Company Law" in Appendix III to this document for more details.