# SHARE CAPITAL

## AUTHORISED AND ISSUED SHARE CAPITAL

The following table sets forth information with respect to the share capital of our Company immediately following completion of the **[REDACTED]** and the **[REDACTED]**, without taking into account any Shares which may be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme:

### Authorised Share Capital:

As at the date of this document:

| | | |
|---|---|---|
| | | *HK$* |
| 3,800,000,000 | Shares of par value of HK$0.0001 each | 380,000 |

### Issued Share Capital

Assuming the **[REDACTED]** is not exercised at all, and without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme, the issued share capital of our Company immediately following the completion of the **[REDACTED]** and the **[REDACTED]** will be as follows:

| | | | **Approximate percentage of issued shares capital** |
|---|---|---|---|
| | | *HK$* | *%* |
| **[REDACTED]** | Shares in issue at the date of this document | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | Shares to be issued under the **[REDACTED]**(1) | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | Shares to be issued pursuant to the **[REDACTED]**(1) | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | **Shares in total** | **[REDACTED]** | **[REDACTED]** |

*Note:*

(1) The Shares referred to in the above table will be fully paid or credited as fully paid when issued.

Assuming the **[REDACTED]** is exercised in full and without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme, the issued share capital of our Company immediately following the completion of the **[REDACTED]** and the **[REDACTED]** will be as follows:

| | | | **Approximate percentage of issued shares capital** |
|---|---|---|---|
| | | *HK$* | *%* |
| **[REDACTED]** | Shares in issue at the date of this document | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | Shares to be issued under the **[REDACTED]**(1) | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | Shares to be issued pursuant to the **[REDACTED]**(1) | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | [Shares to be issued upon exercise of the **[REDACTED]** in full(1)] | **[REDACTED]** | **[REDACTED]** |
| **[REDACTED]** | **Shares in total** | **[REDACTED]** | **[REDACTED]** |

*Note:*

(1) The Shares referred to in the above table will be fully paid or credited as fully paid when issued.

## ASSUMPTIONS

The above tables assume that the **[REDACTED]** and the **[REDACTED]** become unconditional and the issue of Shares pursuant thereto is made as described herein. The above tables take no account of any Shares which may be allotted and issued upon the exercise of the options which may be granted under the Share Option Scheme, or of any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandate given to our Directors to allot and issue or repurchase Shares referred to in the paragraphs headed "General Mandate to Issue Shares" or "General Mandate to Repurchase Shares" below in this section, as the case may be.

## MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1) of the Listing Rules, at the time of **[REDACTED]** and at all times thereafter, our Company must maintain the "minimum prescribed percentage" of 25% of the total issued share capital of our Company in the hands of the public (as defined in the Listing Rules).

## RANKING

The Shares are ordinary shares in the share capital of our Company and rank *pari passu* in all respects with all the Shares currently in issue or to be issued and, in particular, will rank in full 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.

## CIRCUMSTANCES UNDER WHICH A MEETING OF THE COMPANY IS REQUIRED

Our Company has only one class of Shares, namely Ordinary Shares, each of which carries the same rights as the other Shares. Pursuant to the Cayman Companies Act and the terms of the Memorandum of Association and the Articles of Association, our Company may from time to time by ordinary resolution of Shareholders (i) increase its share capital; (ii) consolidate or divide its share capital into Shares of larger amount; (iii) subdivide its Shares into shares of smaller amount; (iv) cancel any shares which have not been taken; (v) make provision for the allotment and issue of shares; (vi) change the currency of denomination of share capital; and (vii) reduce its share premium account. In addition, our Company may, subject to the provisions of the Cayman Companies Act, reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. For further details, please refer to "2. Articles of Association – (a)(iii) Alteration of Capital" in Appendix III to this document.

## SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on [•] and the principal terms of the Share Option Scheme are summarised in "E. Share Option Scheme" in Appendix IV to this document. Our Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into our Shares as at the Latest Practicable Date.

## GENERAL MANDATE TO ISSUE SHARES

Subject to the **[REDACTED]** becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares in the share capital of our Company with the total number of issued shares of not more than the sum of:

(a) 20% of the number of Shares in issue (excluding treasury shares) immediately following the completion of the **[REDACTED]** and the **[REDACTED]** (excluding any Shares which may be allotted and issued upon the exercise of the **[REDACTED]** and any option which may be granted under the Share Option Scheme); and (b) the number of Shares repurchased by our Company (if any) under the general mandate to repurchase Shares as referred to below.

This general mandate to issue Shares will expire at the earliest of:

(a) the conclusion of our Company's next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of our Shareholders in a general meeting. For further details, please refer to "A. Further Information about our Company and our Subsidiaries – 5. Resolutions of our Shareholders passed on [•]" in Appendix IV to this document.

## GENERAL MANDATE TO REPURCHASE SHARES

Subject to the **[REDACTED]** becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares not exceeding in aggregate 10% of the total number of Shares in issue immediately following completion of the **[REDACTED]** and the **[REDACTED]** (excluding Shares that may be allotted and issued pursuant to exercise of the **[REDACTED]** or any option which may be granted under the Share Option Scheme). 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 are 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, regulations and rules. This general mandate to repurchase Shares will expire at the earliest of:

(a) the conclusion of our Company's next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or (b) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of our Shareholders in a general meeting.

For further details, please refer to "A. Further Information about our Company and our Subsidiaries – 5. Resolutions of our Shareholders passed on [•]" in Appendix IV to this document.