

SHARE CAPITAL

The following tables set forth information with respect to the share capital of our Company after completion of the [REDACTED]. All the Shareholders have the same voting right per Share.

Authorised:		HK\$
<u>50,000,000,000</u>	Shares	<u>500,000,000</u>

Shares issued and [REDACTED], fully paid or credited as fully paid:

<u>[REDACTED]</u>	Shares in issue as at the date of this [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares [REDACTED] under the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Total	<u>[REDACTED]</u>

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of 25% of the issued share capital of our Company in the hands of the public.

ASSUMPTIONS

The above table is based on the assumption that the [REDACTED] becomes unconditional.

It takes no account of any Shares which may be issued upon the exercise of the options granted or to be granted under the Share Option Scheme or of any securities which may be allotted and issued or repurchased by our Company pursuant to the general mandates for the allotment and issue or repurchase of securities granted to our Directors as described below.

RANKING

The [REDACTED] will rank *pari passu* in all respects with all Shares in issue or to be issued as mentioned in this [REDACTED] and, in particular, will qualify for all dividends or other distributions hereafter declared, paid or made on the Shares.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. A summary of its principal terms is set out in the paragraph headed "Share Option Scheme" in Appendix IV to this [REDACTED].

GENERAL MANDATE TO ALLOT AND ISSUE [REDACTED]

Subject to the [REDACTED] becoming unconditional, a general unconditional mandate has been granted to our Directors to allot, issue and deal with unissued 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] (not including Shares which may be allotted and issued pursuant to the exercise of options granted or may be granted under the Share Option Schemes); and
- (ii) the aggregate nominal value of the share capital of our Company repurchased by our Company (if any) under the authority referred to in the paragraph headed "General mandate to repurchase Shares" below.

This mandate does not apply to situations where our Directors allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement, subscription or conversion rights attached to any warrants of our Company, or on the exercise of options granted or to be granted under the Share Option Scheme.

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This mandate will expire:

- (i) at the end of our next annual general meeting; or
- (ii) at the end of the period within which we are required by law or our Articles to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed "Further information about our Company" in Appendix IV to this [REDACTED].

GENERAL MANDATE TO REPURCHASE SHARES

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

This mandate only relates to purchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which are recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed "Repurchase by our Company of its own securities" in Appendix IV to this [REDACTED].

This mandate will expire:

- (i) at the end of our next annual general meeting; or
- (ii) at the end of the period within which we are required by law or our Articles to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS AND/OR CLASS MEETINGS ARE REQUIRED

Pursuant to the Companies Law and the terms of the Memorandum of Association 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) divide its Shares into several classes; (iv) subdivide its Shares into shares of smaller amount; and (v) cancel any Shares which have not been taken. In addition, our Company may subject to the provisions of the Companies Law reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. For details, see the sub-section headed "Summary of the constitution of our Company and Cayman Islands company law – 2. Articles of Association – Alteration of capital" in Appendix III to this [REDACTED].

Pursuant to the Companies Law and the terms of the Memorandum of Association and Articles of Association, 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 in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. For details, see the sub-section headed "Summary of the constitution of our Company and Cayman Islands company law – 2. Articles of Association – Variation of rights of existing shares or classes of shares" in Appendix III to this [REDACTED].