

---

## SHARE CAPITAL

---

### SHARE CAPITAL

The table as shown below assumes that the [Redacted] and the Capitalisation Issue has become unconditional and the issue of Shares pursuant thereto is made as described herein. It does not take into account of any Shares which may be allotted and issued upon the exercise of the [Redacted] and any options which may be granted under the Share Option Scheme.

The authorised and issued share capital of our Company before and following the completion of the [Redacted] and the Capitalisation Issue is as follows:

<i>Authorised share capital:</i>		<b>HK\$</b>
[Redacted]	Shares	[Redacted]
<i>Shares in issue or to be issued, fully paid or credited as fully paid:</i>		
[Redacted]	Shares in issue as at the date of this [Redacted]	[Redacted]
[Redacted]	Shares to be issued pursuant to Capitalisation Issue	[Redacted]
<u>[Redacted]</u>	<u>New Shares to be issued pursuant to the [Redacted]</u>	<u>[Redacted]</u>
<u>[Redacted]</u>	<u>Total</u>	<u>[Redacted]</u>

*Note:* If the [Redacted] is exercised in full, then [Redacted] additional Shares will be issued resulting in a total issued share capital of [Redacted] Shares with an aggregate nominal value of HK\$[Redacted].

### ASSUMPTIONS

The table as shown above assume the [Redacted] becoming unconditional and the allotment and issue of Shares pursuant thereto and under the Capitalisation Issue is made as described herein. It does not take into account of any Shares which may be allotted and issued pursuant to the exercise of the [Redacted] and any options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or bought back by our Company pursuant to the general mandate given to our Directors to allot and issue or buy back Shares referred to in the paragraph headed “General mandate to issue Shares” or the paragraph headed “General mandate to buy-back Shares” in this section, as the case may be.

### MINIMUM PUBLIC FLOAT

[Redacted]

### RANKING

The [Redacted] will rank *pari passu* in all respects with all the Shares in issue or to be issued as mentioned in this [Redacted] and will qualify for all dividends and other distributions declared, paid or made on the Shares in respect of a record date which falls after the [Redacted] (except for the entitlement under the Capitalisation Issue).

## **SHARE CAPITAL**

---

### **SHARE OPTION SCHEME**

Our Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix IV to this [Redacted].

### **GENERAL MANDATE TO ISSUE SHARES**

Conditional on the conditions as stated in the section headed “Structure and Conditions of the [Redacted] — The [Redacted] — Conditions of the [Redacted]” being fulfilled, 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 the 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 the Shareholders) shall not exceed:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the [Redacted] and the Capitalisation Issue; and
- (b) the aggregate nominal value of the share capital of the Company bought back pursuant to the authority granted to our Directors as referred to in the paragraph headed “General mandate to buy back Shares” in this section.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or upon the exercise of any options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) 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; or
- (c) it is varied or revoked by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

For further details of this general mandate, please refer to the section headed “Further Information about our Group — Written resolutions of our Shareholders dated [●]” in Appendix IV to this [Redacted].

## **SHARE CAPITAL**

---

### **GENERAL MANDATE TO BUY BACK SHARES**

Subject to the conditions set forth in the section headed “Structure and conditions of the [Redacted]” in this [Redacted] being fulfilled, our Directors have been granted a general mandate to exercise all the powers of our Company to purchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the aggregate nominal value of the Shares in issue immediately following completion of the [Redacted] and the Capitalisation Issue.

For further details of this general mandate, please refer to the section headed “Further Information about our Group — Buy-back by our Company of its own securities” in Appendix IV to this [Redacted].

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

Pursuant to the Companies Law and the terms of the 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) 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 further details, please refer to the section headed “Summary of the Constitution of the Company and the Cayman Islands Companies law — Articles of association — Alteration of capital” in Appendix III to this [Redacted].

Pursuant to the Companies Law and the terms of the Memorandum 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 further details, please refer to the section headed “Summary of the Constitution of the Company and the Cayman Islands Companies Law — Articles of Association — Variation of rights of existing shares or classes of shares” in Appendix III to this [Redacted].