

UNDERWRITING

[REDACTED]

UNDERWRITERS

[REDACTED]

UNDERWRITING ARRANGEMENT, COMMISSIONS AND EXPENSES

[REDACTED]

UNDERWRITING

[REDACTED]

UNDERWRITING

[REDACTED]

UNDERWRITING

[REDACTED]

UNDERWRITING

[REDACTED]

UNDERWRITING

[REDACTED]

Commission and expenses

The Underwriters will receive an underwriting commission of [REDACTED] of the aggregate [REDACTED] of all [REDACTED] actually placed by them, out of which the Underwriters will pay any sub-underwriting commissions and will be reimbursed for their reasonable expenses. The commission, the GEM listing fees, brokerage, Stock Exchange trading fee, SFC transaction levy, legal and other professional fees together with printing and other expenses relating to the [REDACTED], are estimated to be approximately HK\$17.6 million, assuming the [REDACTED] is not exercised and based on the [REDACTED] of HK\$[REDACTED], which will be payable by our Company.

The commission and expenses were determined after arm’s length negotiation between our Company and the Underwriters and other relevant parties with reference to the then prevailing market condition.

Save as disclosed in this [REDACTED] and as contemplated pursuant to the Underwriting Agreement, none of the Joint Leader Managers nor the Underwriters has any shareholding interests in any member of our Group nor has any right (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any Shares.

Sole Sponsor and its independence

The Sole Sponsor made an application on our behalf to the Stock Exchange for [REDACTED] of, and permission to deal in, the Shares in issue and to be issued as mentioned herein. The Sole Sponsor has received or will receive a sponsor fee of HK\$5.38 million in connection with the [REDACTED]. The Sole Sponsor satisfies the independence criteria applicable to the Sole Sponsor as set out in Rule 6A.07 of the GEM Listing Rules. No director or employee of Octal Capital has a directorship in our Company or any of its subsidiaries.

Sole Sponsor’s interests in our Company

Save as (i) the fees paid and to be paid to Octal Capital as the sponsor to the [REDACTED]; and (ii) the fee to be paid to Octal Capital as our Company’s compliance adviser pursuant to the requirements under Rules 6A.19 of the GEM Listing Rules and save as disclosed in this [REDACTED], neither the Sole Sponsor nor any of its directors, employees and associates is interested legally or beneficially in the shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the [REDACTED] or has any other business relationship with our Group.

UNDERWRITING

No director or employee of Octal Capital who is involved in providing advice to our Company has or may have, as a result of the [REDACTED], any interest in any class of securities of our Company or any of its subsidiaries (including options or rights to subscribe for such securities that may be subscribed for or purchased by any such director or employee pursuant to the [REDACTED]).

UNDERTAKINGS

[REDACTED]

UNDERWRITING

[REDACTED]

UNDERWRITING

[REDACTED]