

SHARE CAPITAL

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Assuming the [REDACTED] becomes unconditional, the [REDACTED] is not exercised, and without taking into account any Shares which may be issued upon exercise of any option that may be granted under the Share Option Scheme, the authorised share capital of the Company immediately following the Capitalisation Issue and the [REDACTED] will be as follows:

<i>Authorised share capital</i>	<i>HK\$</i>
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<u>[2,000,000,000]</u> Shares	<u>[20,000,000]</u>
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The total number of Shares immediately following the [REDACTED] will be as follows:

Shares issued and to be issued, fully paid or credited as fully paid

[10,000] Shares in issue	[100]
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[REDACTED] Shares in issue pursuant to a Capitalisation Issue	[REDACTED]
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[REDACTED] Shares to be issued pursuant to the [REDACTED] (before any exercise of the [REDACTED])	[REDACTED]
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[REDACTED] Shares in total (before any exercise of the [REDACTED]) (Note)	[REDACTED]
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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 above table assumes that the [REDACTED] becomes unconditional and is completed in accordance with the relevant terms and conditions. It takes no account of any Shares which may be allotted, issued or repurchased by the Company pursuant to the general mandates granted to the Directors for the allotment and issue of Shares and the repurchase of Shares as referred to below.

Ranking

The [REDACTED] Shares are ordinary shares in the share capital of the Company and will rank equally in all respects with all the Shares in issue or to be issued as set out in the above table, and will qualify for all dividends or other distributions declared, made or paid on, or any other rights and benefits attaching to or accruing from, the Shares after the date of this document.

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Circumstances under which general meeting and class meeting are required

The circumstances under which general meeting and class meeting are required are provided in the Articles and Association. For details, please see the section headed "Appendix III – Summary of the Constitution of the Company and Cayman Islands Company Law" of this document.

GENERAL MANDATE TO ISSUE SHARES

If the [REDACTED] becomes unconditional as stated in the section headed "Structure and Conditions of the [REDACTED]", the Directors have been granted a general unconditional mandate to allot, issue and deal with, otherwise than by way of rights issue by virtue of, scrip dividend schemes or other similar arrangements in accordance with the Articles, or pursuant to the exercise of options granted or which may be granted under the Share Option Scheme or under the [REDACTED] or the Capitalisation Issue, Shares with an aggregate nominal value not exceeding the sum of: (i) 20% of the aggregate nominal value of the share capital of the Company in issue and to be issued immediately following the [REDACTED] (not including Shares which may be issued under the [REDACTED] or Shares which may be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme); and (ii) if the general mandate to repurchase Shares referred to below is granted, the nominal value of the share capital of the Company which may be repurchased by the Company.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or pursuant to the exercise of the [REDACTED] or the options which may be granted under the Share Option Scheme. The general mandate will remain in effect until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of Hong Kong to be held; or
- (c) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

For further details of this general mandate, see the section headed "Written resolutions of the Shareholders passed on [●] 2016" in Appendix IV to this document.

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GENERAL MANDATE TO REPURCHASE SHARES

If the [REDACTED] becomes unconditional as stated in the section headed “Structure and Conditions of the [REDACTED]”, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of the share capital of the Company in issue following completion of the [REDACTED].

This general mandate only relates to repurchase made on the Stock Exchange, or any other stock exchange on which the Shares are listed (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/or requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Repurchase of Shares by the Company” in Appendix IV to this document.

The general mandate will remain in effect until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of Hong Kong to be held; or
- (c) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

MINIMUM PUBLIC FLOAT

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

SHARE OPTION SCHEME

The Group has conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarised in the paragraph headed “Share Option Scheme” as set out in Appendix IV to this document.

The Group does not have any outstanding share options, warrants, convertible instruments, pre-listing share options or similar rights convertible into the Shares as at the Latest Practicable Date.