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## UNDERWRITING

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**The [REDACTED]**

Pursuant to the [REDACTED], our Company will conditionally place the [REDACTED] Shares with institutional, professional and other investors at the [REDACTED] subject to the terms and conditions in the [REDACTED] and this document. Subject to, among other conditions, the [REDACTED] of the Stock Exchange granting the [REDACTED] of and permission to deal in the Shares in issue and to be issued as mentioned in this document and to certain other conditions set out in the [REDACTED] being fulfilled, the [REDACTED] and [REDACTED] have severally agreed to subscribe for or purchase or procure subscribers or purchasers for their respective applicable proportions of the [REDACTED] Shares on the terms and conditions under the [REDACTED] and in this document.

### **Grounds for termination**

[REDACTED]

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

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[REDACTED]

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[REDACTED]

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## UNDERWRITING

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[REDACTED]

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[REDACTED]

### **Independence of the Sponsor**

Save for (i) the Sole Sponsor has been appointed as the compliance adviser of our Company with effect from the [REDACTED] Date until the despatch of the audited consolidated financial results for the second full financial year after the [REDACTED] Date, and our Company will pay to the Sole Sponsor an agreed fee for its provision of services as required under the GEM Listing Rules; and (ii) the interests and obligations under the [REDACTED] and the advisory fee payable to the Sole Sponsor in respect of the [REDACTED], none of the Sole Sponsor, the [REDACTED], the [REDACTED] or the [REDACTED] is interested beneficially or non-beneficially in any shares in any member of our Group or has any right (whether legally enforceable or not) or option to subscribe for or to nominate persons to subscribe for any shares in any member of our Group, no director or employee of the Sole Sponsor who is involved in providing advice to our Company has or, as a result of the [REDACTED] and/or the [REDACTED], may have any interest in any

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class of securities of our Company or any other members of our Group (including options or rights to subscribe for such securities). No director or employee of the Sole Sponsor has any directorship in our Company or any other members of our Group. The Sole Sponsor satisfies the independence criteria applicable to sponsors set forth in Rule 6A.07 of the GEM Listing Rules.

### **Sole Sponsor's, [REDACTED] and [REDACTED] interests in our Company**

Save for their interests and obligations under the [REDACTED] and the advisory and documentation fee payable to the Sole Sponsor in respect of the [REDACTED], pursuant to the requirements under Rule 6A.19 of the GEM Listing Rules, none of the Sole Sponsor, the [REDACTED] and the [REDACTED] or any of their close associates is interested beneficially or non-beneficially in any shares in any member of our Group or has any right (whether legally enforceable or not) or option to subscribe for or to nominate persons to subscribe for any shares in any member of our Group. None of the directors and employees of the Sole Sponsor, the [REDACTED] and the [REDACTED] has any directorship in our Company or any other companies comprising our Group.