
SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately before and after completion of the Listing :

HK\$

Authorised share capital:

<u>2,000,000,000</u> Shares of HK\$0.01 each	<u>20,000,000</u>
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Issued and to be issued, fully paid or credited as fully paid

10,000 Shares in issue at the date of this document	100
[REDACTED] Shares to be issued pursuant to the Capitalisation Issue	[REDACTED]
<u>[REDACTED] Shares to be issued pursuant to the [REDACTED]</u>	<u>[REDACTED]</u>
<u>[REDACTED] Shares in total</u>	<u>[REDACTED]</u>

ASSUMPTIONS

The above table assumes that the [REDACTED] and the [REDACTED] has become unconditional and the Shares are issued pursuant to the [REDACTED] and the [REDACTED]. It takes no account of any Shares, which may be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme or which may be allotted and issued or repurchased by our Company under the general mandates of any Shares referred to below.

RANKING

The [REDACTED] and the [REDACTED] are ordinary shares and will rank pari passu in all respects with all the Shares now in issue or to be issued as mentioned herein, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this document.

MINIMUM PUBLIC FLOAT

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

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THE SHARE OPTION SCHEME

Our Company conditionally adopted the Share Option Scheme. Summaries of the principal terms of the Share Option Scheme are set out in the section headed “D. Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE NEW SHARES

Conditional on the fulfilment or waiver (as applicable) of the conditions set out in the section headed “Structure and Conditions of the [REDACTED]” of this document, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal amount of share capital of our Company in issue immediately following completion of the [REDACTED], [REDACTED] and upon Listing; and
- (b) the aggregate nominal amount of the share capital of our Company repurchased by our Company, if any, under the general mandate to repurchase Shares referred to below.

The allotment and issue of Shares under a rights issue, script dividend scheme or similar arrangement in accordance with the Articles do not generally require the approval of the Shareholders in general meeting and the aggregate nominal value of the Shares which our Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of such Shares.

This general mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company is required by applicable laws or its Articles to hold its next annual general meeting; and
- (c) when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

For further details of this general mandate, please refer to the section headed “A. Further information about our Company – 3. Written Resolutions of the Shareholders passed on [REDACTED]” in Appendix IV to this document.

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GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the fulfilment or waiver (as applicable) of the conditions set out in the section headed “Structure and Conditions of the [REDACTED]” of this document, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue following completion of the [REDACTED], the [REDACTED] and upon Listing.

This mandate only relates to repurchases 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 all applicable laws and requirements of the GEM Listing Rules. Further information required by the Stock Exchange to be included in this document regarding the repurchase of Shares is set out in the section headed “A. Further Information About Our Company – 6. Repurchase of our Shares by our Company” in Appendix IV to this document.

This mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which our Company is required by applicable laws or its Articles to hold its next annual general meeting; and
- (c) when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

For further details of this general mandate, please refer to the section headed “A. Further Information About Our Company – 3. Written Resolutions of the Shareholders passed on [REDACTED]” in Appendix IV to this document.