

SHARE CAPITAL

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Without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased pursuant to the Issue Mandate and Repurchase Mandate, the share capital of our Company immediately following the [REDACTED] and the [REDACTED] will be as follows:

<i>Authorised share capital</i>	Total nominal value
2,000,000,000 Shares of HK\$0.01 each	HK\$20,000,000.00

Shares in issue or to be issued, fully paid or credited as fully paid:

2 Shares in issue as at the date of this [REDACTED]	HK\$0.02
[REDACTED] Shares to be issued under the [REDACTED]	HK\$[REDACTED]
<u>[REDACTED] Shares to be issued under the [REDACTED]</u>	<u>HK\$[REDACTED]</u>

Total

<u>[REDACTED] Shares</u>	<u>HK\$[REDACTED]</u>
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[REDACTED]

[REDACTED]

RANKING

The [REDACTED] will rank *pari passu* in all respects with all our Shares now in issue or to be issued as mentioned in this [REDACTED], and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on our Shares after the date of this [REDACTED], save for entitlements under the [REDACTED].

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. See “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this [REDACTED] for details of the principal terms of the Share Option Scheme.

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GENERAL MANDATE TO ISSUE SHARES

The Directors have been granted the Issue Mandate, being a general unconditional mandate to exercise all powers of our Company to allot, issue and deal with, otherwise than by way of rights issue or an issue of Shares upon exercise of any subscription rights attached to any warrants or convertible securities or pursuant to the exercise of any options which might be granted under the Share Option Scheme or any other option scheme(s) or other similar arrangements or under the [REDACTED] or any scrip dividends in accordance with the Articles or a specific authority granted by the Shareholders, Shares or securities or options convertible into Shares and to make or grant offers and agreements which or might require Shares to be allotted with an aggregate nominal value not exceeding the sum of:

- (a) 20% of the aggregate number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account Shares which may be issued upon exercise of any options which may be granted under the Share Option Scheme); and
- (b) the aggregate number of Shares repurchased by the Company (if any) pursuant to the general mandate to repurchase Shares referred to “General Mandate to Repurchase Shares” in this section.

This Issue Mandate will remain in effect until 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 Memorandum and the Articles or the Cayman Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (c) the time when such mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting.

See “Statutory and General Information — A. Further Information about our Company and our subsidiaries — 5. Written resolutions of our Shareholders passed on 19 December 2016” in Appendix IV to this [REDACTED] for further details of this Issue Mandate.

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GENERAL MANDATE TO REPURCHASE SHARES

The Directors have been granted the Repurchase Mandate, being a general unconditional mandate to exercise all the powers of the Company to repurchase Shares of not more than 10% of the aggregate number of Shares in issue following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme). This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, and such repurchases are made in accordance with all applicable laws and the requirements of the [REDACTED]. A summary of the relevant [REDACTED] is set out in “Statutory and General Information — A. Further information about our Company and our subsidiaries — 6. Repurchase of our Shares” in Appendix IV to this [REDACTED].

The Repurchase Mandate will remain in effect until 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 Memorandum and the Articles or the Cayman Companies Law or any other applicable law of the Cayman Islands to be held; or
- (c) the time when such mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting.

For further details of this general mandate, see “Statutory and General Information — A. Further information about our Company and our subsidiaries — 6. Repurchase of our Shares” in Appendix IV to this [REDACTED].

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of the Cayman Companies Law, an exempted company is not required by law to hold any general meetings or class meetings. The holding of general meeting or class meeting is prescribed for under the articles of association of a company. Accordingly, our Company will hold general meetings as prescribed for under the Articles, a summary of which is set out in “Summary of the Constitution of our Company and the Cayman Islands Company Law” in Appendix III to this [REDACTED].