
SHARE CAPITAL

SHARE CAPITAL

The following is a description of the share capital of the Company in issue and to be issued as fully paid or credited as fully paid immediately following the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme):

	<u>HK\$</u>
<i>Authorised share capital:</i>	
<u>6,000,000,000</u> Shares	<u>60,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>	
[REDACTED] Shares in issue as at the date of this document	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

Assumptions

The above table assumes that the [REDACTED] has become unconditional and the Shares are issued pursuant thereto. It does not take into account of any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme or which may be allotted and issued or repurchased by the Company under the general mandates for the allotment and issue or repurchase of Shares granted to the Directors as referred to below or otherwise.

Ranking

The [REDACTED] will carry the same rights as all Shares in issue or to be issued as mentioned in this document, and will qualify for all dividends or other distributions declared, paid or made on the Shares after the date of this document except for the entitlement under the [REDACTED].

[REDACTED]

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

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme on 31 May 2017. The principal terms of the Share Option Scheme are summarised in "Statutory and General Information — D. Share Option Scheme" in Appendix IV to this document.

SHARE CAPITAL

GENERAL MANDATE GIVEN TO THE DIRECTORS TO ISSUE NEW SHARES

Subject to the [REDACTED] becoming unconditional, a general unconditional mandate has been granted to the Directors to allot, issue and deal with unissued Shares with an aggregate nominal value of not more than the sum of:

- 20% of the aggregate nominal amount of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme); and
- the aggregate nominal amount of Shares repurchased by the Company under the authority referred to in the paragraph headed “General mandate given to the Directors to repurchase Shares” in this section.

The aggregate nominal value of the Shares which the Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of Shares under a rights issue, script dividend scheme or similar arrangement in accordance with the Articles, or pursuant to the exercise of any options which may be granted under the Share Option Scheme or under the [REDACTED] or the [REDACTED].

This general mandate will expire:

- at the conclusion of the Company’s next annual general meeting; or
- upon the expiration of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

Particulars of this general mandate are set forth under the section headed “Statutory and General Information — A. Further information about the Group — 3. Resolutions in writing of the Shareholders” in Appendix IV to this document.

GENERAL MANDATE GIVEN TO THE DIRECTORS TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, a general unconditional mandate has been granted to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme).

This repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are [REDACTED] (and which are recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with 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 “Statutory and General Information — A. Further information about the Group — 6. Repurchase by the Company of its own securities” in Appendix IV to this document.

SHARE CAPITAL

This repurchase mandate will expire:

- at the conclusion of the Company’s next annual general meeting; or
- upon the expiration of the period within which the Company is required by any applicable laws or its Articles to hold the next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Particulars of this repurchase mandate are set forth in the section headed “Statutory and General Information — A. Further information about the Group — 3. Resolutions in writing of all Shareholders” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

The Company has only one class of shares, namely ordinary shares, each of which ranks with equal rights to the other shares.

The circumstances under which general meeting and class meeting are required are provided in the Articles. For further details, please refer to the section headed “Summary of the Constitution of the Company and Cayman Company Law — Articles of Association” in Appendix III to this document.