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## SHARE CAPITAL

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The share capital of our Company immediately after completion of the [REDACTED] and [REDACTED] will be as follows:

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>4,000,000,000</u> Shares of HK\$0.01 each	<u>40,000,000</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>	
10,000,000 Shares in issue of HK\$0.01 each	100,000
[REDACTED] Shares to be allotted and issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] [REDACTED] to be allotted and issued pursuant to the [REDACTED] [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

### ASSUMPTION

The above table is prepared on the basis of the [REDACTED] becoming unconditional and the completion of the [REDACTED] and [REDACTED] Issue. The above table takes no account of any Shares which may be repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to Directors as referred to below or otherwise.

### 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, our Company must maintain the minimum prescribed percentage of at least 25% of the total issued share capital in the hands of the public (as defined in GEM Listing Rules).

### RANKING

The [REDACTED] are ordinary shares in the share capital of our Company and will rank *pari passu* with all Shares currently in issue or to be allotted and issued as mentioned in this document, and will qualify for all dividends or other distributions declared, made or paid in respect of a record date which falls after the date of this document save for any entitlement under the [REDACTED].

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## SHARE CAPITAL

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### GENERAL MANDATE TO ALLOT AND ISSUE SHARES

Conditional on the conditions as stated in “Structure and Conditions of the [REDACTED] — Conditions of the [REDACTED]” being fulfilled, the Directors have been granted a general unconditional mandate to allot, issue and deal with the unissued Shares with an aggregate nominal value of not more than:

- (a) 20% of the aggregate number of the Shares of our Company in issue and to be issued under the [REDACTED] and the [REDACTED]; and
- (b) the aggregate number of the Shares of our Company repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares as described below.

The general mandate to issue and repurchase Shares will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the applicable laws of the Cayman Islands or the Articles of Association; or
- (iii) the passing of an ordinary resolution of Shareholders in general meeting revoking, varying or renewing such mandate.

Further details of this general mandate are set out in the section headed “A. Further Information about our Company — 3. Shareholders’ written resolutions” in Appendix IV to this document.

### GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the conditions as stated in “Structure and Conditions of the [REDACTED] — Conditions of the [REDACTED]” being fulfilled, the Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with an aggregate number of not more than 10% of the aggregate number of the share capital of our Company in issue and to be issued under the [REDACTED] and the [REDACTED].

This general mandate only relates to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares are [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with all applicable laws and/or

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## SHARE CAPITAL

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the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed “A. Further Information about our Company — 7. Repurchase of the Shares by our Company” in Appendix IV to this document.

The general mandate to issue and repurchase Shares will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the applicable laws of the Cayman Islands or the Articles of Association; or
- (iii) the passing of an ordinary resolution of Shareholders in general meeting revoking, varying or renewing such mandate.

Further details of this general mandate are set out in the section headed “A. Further Information about our Company — 3. Shareholders’ written resolutions” in Appendix IV to this document.

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETINGS ARE REQUIRED**

Under the Articles, Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 months (or such longer period as may be authorised by the Stock Exchange) shall elapse between the date of one annual general meeting of our Company and that of the next.

All general meetings other than annual general meetings shall be called extraordinary general meetings. Our Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of our Company having the right of voting at general meetings. Such requisition shall be made in writing to our Board or company secretary for the purpose of requiring an extraordinary general meeting to be called by our Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If our Board fails to proceed to convene such meeting within 21 days of such deposit, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of our Board shall be reimbursed to the requisitionist(s) by our Company.

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## SHARE CAPITAL

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Pursuant to the Companies Law and the terms of the Articles, all or any of the special rights attached to the Shares or any class of Shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class.

In addition to the above, our Company will also hold general meetings from time to time as may be required under the Articles, a summary of which is set out in the paragraph headed “Summary of the Constitution of the Company and Cayman Company Law” in Appendix III to this document.