
SHARE CAPITAL

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The share capital of our Company immediately following the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and any options which may be granted under the Share Option Scheme) will be as follows:

Authorised share capital

HK\$

[REDACTED] Shares of HK\$0.01 each [REDACTED]

Assuming the [REDACTED] is not exercised, the issued share capital of our Company immediately following the [REDACTED] will be as follows:

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

HK\$

[REDACTED] Shares in issue as at the date of this document [REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED] [REDACTED]
[REDACTED] Share to be issued pursuant to the [REDACTED] [REDACTED]

[REDACTED] Shares in total [REDACTED]

Assuming the [REDACTED] is exercised in full, the issued share capital of our Company immediately following the [REDACTED] will be as follows:

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

HK\$

[REDACTED] Shares in issue as at the date of this document [REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED] [REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED] [REDACTED]

[REDACTED] Shares in total [REDACTED]

MINIMUM PUBLIC FLOAT

According to Rule 11.23(7) of the GEM Listing Rules, at the time of the [REDACTED] and at all times thereafter, at least 25% of the total issued share capital of our Company shall be held by the public (as defined in the GEM Listing Rules).

SHARE CAPITAL

RANKING

The [REDACTED] will rank *pari passu* in all respects with the Shares in issue and to be issued as mentioned in this document, 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 [REDACTED] other than participation in the [REDACTED].

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has only one class of shares, namely ordinary Shares, each of which ranks *pari passu* with the other Shares. The circumstances under which general meetings are required are provided in the Articles. Detailed information on the Articles is set forth in the section headed "Summary of the Constitution of the Company and Cayman Islands Company Law" in Appendix III to this document.

GENERAL MANDATE TO ISSUE SHARES

Conditional upon the conditions stated under the paragraph headed "Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]" in this document being fulfilled or waived, a general unconditional mandate has been granted to our Directors to exercise all powers of our Company to allot, issue and deal with the Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive the Shares) which might require the Shares to be allotted and issued or dealt with subject to the requirement that the aggregate par value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, other than under (a) a rights issue; (b) any scrip dividend scheme or similar arrangement providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Articles; (c) any specific authority granted by our Shareholders in general meeting; or (d) the exercise of the [REDACTED] and any options which may be granted under the Share Option Scheme, shall not exceed 20% of the total number of the Shares in issue immediately following completion of the [REDACTED] and the [REDACTED].

Such general mandate will remain in effect until the earliest of (a) the conclusion of our Company's next annual general meeting; (b) the expiration of the period within which our Company's next annual general meeting is required by the Articles or any applicable laws of the Cayman Islands to be held; and (c) when varied or revoked by an ordinary resolution of our Shareholders in general meeting. Please refer to the paragraph headed "A. Further information about our Group – 4. Written resolutions of our sole Shareholder" in Appendix IV to this document for further details of such general mandate.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional upon the conditions stated under the paragraph headed "Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]" in this document being fulfilled or waived, a general unconditional mandate has been granted to our Directors to exercise all powers of our Company to purchase on the Stock Exchange or on any other

SHARE CAPITAL

stock exchange on which the securities of our Company might be [REDACTED] and which was recognised by the SFC and the Stock Exchange for this purpose, such number of Shares as would represent up to 10% of the total number of the Shares in issue immediately following completion of the [REDACTED] and the [REDACTED], excluding any Shares which may be issued upon the exercise of the [REDACTED] and any options which may be granted under the Share Option Scheme. For the summary of the relevant requirements of the GEM Listing Rules on such general mandate, please refer to the paragraph headed "Further information about our Group – 6. Repurchase of our own securities" in Appendix IV to this document.

Such general mandate will remain in effect until the earliest of (a) the conclusion of our Company's next annual general meeting; (b) the expiration of the period within which our Company's next annual general meeting is required by the Articles or any applicable laws of the Cayman Islands to be held; and (c) when varied or revoked by an ordinary resolution of our Shareholders in general meeting. Please refer to the paragraph headed "A. Further information about our Group – 4. Written resolutions of our sole Shareholder" in Appendix IV to this document.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, the principal terms of which are set out in the paragraph headed "D. Share Option Scheme" in Appendix IV to this document.

[REDACTED]

Subject to the share premium account of our Company being credited as a result of the [REDACTED], our Directors have been authorised to allot and issue a total of [REDACTED] Shares, credited as fully paid at par, to our Shareholder whose name appears on the register of members of our Company at 5:00 p.m. on [●] 2019 (or such other time as our Directors may direct) by way of capitalisation of a sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and that the Shares to be allotted and issued, as nearly as possible, without involving fractions, and such Shares to rank pari passu in all respects with the then existing issued Shares.