

SHARE CAPITAL

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The following table sets forth information with respect to the share capital of our Company immediately following the Capitalisation Issue and the [REDACTED], without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] and any options that may be granted under the Share Option Scheme:

Authorised share capital:

HK\$

<u>1,000,000,000</u>	Shares	<u>10,000,000</u>
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Shares in issue or to be issued, fully paid or credited as fully paid:

1,000	Shares in issue as at the date of this document	10
[REDACTED]	Shares to be issued under the Capitalisation Issue	[REDACTED]
[REDACTED]	Shares to be issued under the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Total:	<u>[REDACTED]</u>

Assumptions

The above table assumes the Capitalisation Issue and the [REDACTED] become unconditional and the issue of Shares pursuant thereto is made as described herein. It does not take 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, or any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandates granted to our Directors to allot and issue or repurchase Shares referred to in the paragraphs headed “General mandate to issue Shares” or “General mandate to repurchase Shares” below in this section, as the case may be.

Minimum public float

Pursuant to Rule 8.08(1)(a) of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of 25% of the issued share capital of our Company in the hands of the public (as defined in the Listing Rules).

RANKING

The [REDACTED] and the Shares which may be issued under the [REDACTED] will rank *pari passu* in all respects with all other Shares now in issue or to be issued as mentioned in this document, and will rank in full for all dividends and other distributions hereafter declared, paid or made on the Shares in respect of a record date which falls after the date of this document save for any entitlement under the Capitalisation Issue.

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CAPITALISATION ISSUE

Pursuant to the resolutions in writing of our Shareholders passed on 18 March 2019, subject to the share premium account of our Company being credited as a result of the [REDACTED], our Directors were authorised to allot and issue a total of [REDACTED] Shares to the holders of shares on the register of members of our Company at the close of business on 18 March 2019 (or as they may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share), credited as fully paid at par by way of capitalisation of the sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the Shares in issue (save for the right to participate in the Capitalisation Issue).

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

The circumstances under which general meeting and class meeting are required are provided in our Articles, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this document. As at the Latest Practicable Date, no option had been granted under the Share Option Scheme.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the section headed “Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]” in this document being fulfilled, our Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirements that the aggregate number of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders) shall not exceed:

- (a) 20% of the aggregate number of the Shares in issue immediately following completion of the Capitalisation Issue and the [REDACTED] (without taking into account any Shares which may be issued pursuant to the [REDACTED] and any Shares which may be granted under the Share Option Scheme); and
- (b) the aggregate number of the Shares repurchased (if any) pursuant to the authority granted to our Directors as referred to under the paragraph headed “General mandate to repurchase Shares” in this section below.

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This mandate does not cover the Shares to be allotted, issued, or dealt with under a rights issue or upon the exercise of any options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until whichever is 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 to be held by any applicable laws of the Cayman Islands or the Articles; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraph headed “Written resolutions of our Shareholders passed on 18 March 2019” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the fulfillment of the conditions as stated in the section headed “Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]” in this document, our Directors have been granted a general unconditional mandate to exercise all the powers to repurchase Shares with an aggregate number of not more than 10% of the aggregate number of the Shares in issue immediately following completion of the Capitalisation Issue and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] and any options that 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 Shares may be [REDACTED] as recognised by the SFC and the Stock Exchange for this purpose and made in connection with all applicable laws, rules and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Repurchase by our Company of our own securities” in Appendix IV to this document.

The general mandate to repurchase Shares will remain in effect until whichever is 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 to be held by any applicable laws of the Cayman Islands or the Articles; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

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For further details of this general mandate, please refer to the paragraph headed “Written resolutions of our Shareholders passed on 18 March 2019” in Appendix IV to this document.