

## SHARE CAPITAL

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The authorised and issued share capital of our Company is as follows:

#### Authorised share capital

HK\$

<u>80,000,000,000</u>	Shares of par value HK\$0.1 each. . . . .	<u>8,000,000,000</u>
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Assuming the [REDACTED] is not exercised and without taking into consideration any Shares which may be issued pursuant to the exercise of any option that may be granted under the [REDACTED] Share Option Scheme, the issued share capital of our Company immediately following completion of the [REDACTED] will be as follows:

#### Issued and to be issued, fully paid or credited as fully paid upon completion of the [REDACTED] and the [REDACTED]

HK\$

145,336,931	Shares in issue as of the date of this document. . . . .	14,533,693.1
[REDACTED]	Shares to be issued under the [REDACTED]. . . . .	[REDACTED]
[REDACTED]	Shares to be issued under the [REDACTED]. . . . .	[REDACTED]
<u>[REDACTED]</u>	<b>Total</b>	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full and without taking into consideration any Shares which may be issued pursuant to the exercise of any option that may be granted under the [REDACTED] Share Option Scheme, the issued share capital of our Company immediately following completion of the [REDACTED] will be as follows:

#### Issued and to be issued, fully paid or credited as fully paid upon completion of the [REDACTED], [REDACTED] and assuming the [REDACTED] is fully exercised

HK\$

145,336,931	Shares in issue as of the date of this document. . . . .	14,533,693.1
[REDACTED]	Shares to be issued under the [REDACTED]. . . . .	[REDACTED]
[REDACTED]	Shares to be issued under the [REDACTED]. . . . .	[REDACTED]
[REDACTED]	Shares to be issued upon exercise of [REDACTED] in full. . . .	[REDACTED]
<u>[REDACTED]</u>	<b>Total</b>	<u>[REDACTED]</u>

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[REDACTED]

### **RANKING**

Our [REDACTED] and our Shares which may be issued upon the exercise of the [REDACTED] and any option that may be granted under the [REDACTED] Share Option Scheme will rank equally in all respects with all other existing Shares in issue or to be issued as set forth in the above table, and will qualify for all dividends or other distributions declared, made or paid on our Shares in respect of a record date which falls after the date of this document except for the entitlement under the [REDACTED].

[REDACTED]

### **[REDACTED] SHARE OPTION SCHEME**

We have adopted the [REDACTED] Share Option Scheme on [REDACTED], pursuant to which we may grant option under the [REDACTED] Share Option Scheme to eligible directors, officers and employees of our Group. A summary of the principal terms of the [REDACTED] Share Option Scheme is set forth in the paragraphs under “D. [REDACTED] Share Option Scheme” in Appendix VI to this document.

### **GENERAL MANDATE**

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

- (a) 20% of the total number of our Shares in issue immediately following completion of the [REDACTED] (excluding any Share which may fall to be issued pursuant to the exercise of the [REDACTED] and any option that may be granted under the [REDACTED] Share Option Scheme); and
- (b) the total number of our Shares bought back by our Company (if any) under the Buy-back Mandate.

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The allotment and issue of our Shares under a rights issue or pursuant to the exercise of any subscription rights, warrants which may be issued by our Company from time to time, scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on our Shares in accordance with the Articles, or on the exercise of any option that may be granted under the [REDACTED] Share Option Scheme do not generally require the approval of Shareholders any option that may be granted in general meeting and the aggregate nominal amount of our Shares which our Directors were authorised to allot and issue pursuant to this mandate will not be compromised by the allotment and issue of such Shares.

This mandate will expire:

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

whichever occurs first.

See the paragraphs under “A. Further information about our Group — 4. Resolutions passed by our Shareholders on [REDACTED]” in Appendix VI to this document for further information on the General Mandate.

### **BUY-BACK MANDATE**

Conditional on the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all of the powers of our Company to buy-back Shares with a total number not exceeding 10% of the total number of our Shares in issue or to be issued immediately following completion of the [REDACTED] (excluding any Shares which may fall to be issued upon the exercise of the [REDACTED] and any option that may be granted under the [REDACTED] Share Option Scheme).

This mandate only relates to buy-back transactions made on the Stock Exchange, or any other approved stock exchange(s) on which the securities of our Company may be [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and requirements of the Listing Rules. A summary of the relevant Listing Rules is set forth in the section headed “A. Further information about our Group — 6. Buy-back of our Shares by our Company” in Appendix VI to this document.

This mandate will expire:

- (a) at the conclusion of our Company’s next annual general meeting; or
- (b) upon the expiration of the period within which our Company is required by any applicable law or Articles to hold its next annual general meeting; or

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- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting,

whichever occurs first.

See the paragraphs under “A. Further Information about our Group — 4. Resolutions passed by our Shareholders on [REDACTED]” in Appendix VI to this document for further information on the Buy-back Mandate.

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING IS REQUIRED**

As a matter of the Cayman Companies Act, 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. Accordingly, we will hold general meetings as prescribed for under our Articles and the Memorandum, a summary of which is set forth in Appendix V to this document.