

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the [REDACTED]

	Total Nominal Value <hr style="width: 100%;"/> <i>(HK\$)</i>
<i>Authorized share capital</i>	
<u>10,000,000,000</u> Shares	<u>10,000,000</u>
<i>Issued and to be issued, fully paid or credited to be fully paid</i>	
1,067,288 Shares in issue	1,067.288
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED] Total</u>	<u>[REDACTED]</u>

Immediately after the completion of the [REDACTED] and assuming the [REDACTED] is fully exercised, the share capital of the Company will be as follows:

	Total Nominal Value <hr style="width: 100%;"/> <i>(HK\$)</i>
<i>Authorized share capital</i>	
<u>10,000,000,000</u> Shares	<u>10,000,000</u>

SHARE CAPITAL

Issued and to be issued, fully paid or credited to be fully paid

1,067,288	Shares in issue	1,067.288
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the exercise of the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Total	<u>[REDACTED]</u>

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and is completed in accordance with the relevant terms and conditions and that the Shares are issued pursuant to the [REDACTED] and the [REDACTED]. The above tables do not take into account any Shares which may be issued or repurchased by our Company pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

MINIMUM PUBLIC FLOAT

According to Rule 8.08 of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, at least 25.0% of the total issued share capital of our Company shall be held by the public (as defined in the Listing Rules).

RANKING

The Shares are ordinary shares in the share capital of our Company and rank equally with all Shares currently in issue or to be issued and, in particular, will rank 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 date of this document.

[REDACTED]

Pursuant to the resolutions of the Shareholders passed on [●] 2022, subject to the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the [REDACTED] pursuant to the [REDACTED] our Directors shall be authorized to allot and issue a total of [REDACTED] Shares credited as fully paid at par value to the Shareholders on the register of members of our Company at the close of business on the date immediately preceding the date on which the [REDACTED] becomes unconditional (or as they may direct) in proportion to their respective shareholdings in the Company (as nearly as possible without fractions) by way of the sum of approximately HK\$[REDACTED] standing to the credit of the share premium account of our Company. The Shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the then existing issued Shares.

SHARE CAPITAL

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has only one class of shares, namely ordinary shares, each of which carries the same rights as the other shares.

Pursuant to the Companies Act and the terms of our Memorandum and Articles of Association, our Company may from time to time by ordinary shareholders’ resolution (i) increase its capital; (ii) consolidate its capital into Shares of larger amount; (iii) divide its Shares into several classes; (iv) subdivide its Shares into Shares of smaller amount; and (v) cancel any Shares which have not been taken. In addition, our Company may, subject to the provision of the Companies Act, reduce its share capital by shareholders’ special resolution. For more details, please refer to the section headed “Summary of the constitution of our Company and Cayman Company Law” in Appendix V to this document.

SHARE INCENTIVE SCHEMES

We [have conditionally adopted] the [REDACTED] RSU Scheme and the [REDACTED] Share Option Scheme. For more details on the principal terms of the [REDACTED] RSU Scheme and the [REDACTED] Share Option Scheme, please refer to the section headed “Statutory and General Information – D. Share Incentive Schemes in Appendix VI to this document.

GENERAL MANDATE TO ALLOT AND ISSUE SHARES

Subject to the conditions stated in “Structure of the [REDACTED]”, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares of such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate nominal value of Shares allotted or agreed to be allotted by the Directors other than pursuant to:

- (i) a rights issue;
- (ii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with our Articles of Association;
- (iii) a specific authority granted by the Shareholders in general meeting,

shall not exceed the aggregate of:

- (i) 20.0% of the total nominal value of the share capital of our Company in issue upon completion of the [REDACTED]; and

SHARE CAPITAL

- (ii) the total nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in the section headed “– General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will expire at the earliest of:

- (i) the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which we are required by any applicable law or our Articles of Association to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “Statutory and General Information – A. Further Information About our Group – 4. Written resolutions of the shareholders passed on [●]” in Appendix VI to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in “Structure of the [REDACTED]”, our Directors have been granted a general unconditional mandate to exercise all powers of our Company to repurchase the Shares with a total nominal value of not more than 10% of the total nominal value of our share capital in the issue immediately following the completion of the [REDACTED] (without taking into account any Shares to be issued upon the [REDACTED]).

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

This general mandate to repurchase Shares will expire at the earliest of:

- (i) the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which we are required by any applicable law or our Articles of Association to hold our next annual general meeting; or
- (iii) when varied or revoked by any ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “Statutory and General Information – A. Further Information About our Group – 4. Written resolutions of the shareholders passed on [●]” in Appendix VI to this document.