

SHARE CAPITAL

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The following is a description of the authorised and issued share capital immediately following completion of the [REDACTED] and the [REDACTED].

Authorised share capital

Number of Shares	Aggregate nominal value of Shares
[10,000,000,000]	(HK\$)
Shares of HK\$0.01 each	[100,000,000.00]

Issued share capital

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

Number of Shares	Description of Shares	Aggregate nominal value of Shares
11,142	Shares in issue before the [REDACTED]	(HK\$) 111.42
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED] (excluding any Shares which may be issued under the [REDACTED] and any Shares which may be issued pursuant to exercise of the options which may be granted under the Share Option Scheme)	[REDACTED]
[REDACTED]	Total	[REDACTED]

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

Number of Shares	Description of Shares	Aggregate nominal value of Shares
11,142	Shares in issue before the [REDACTED]	(HK\$) 111.42
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED] and the [REDACTED] (excluding any Shares which may be issued pursuant to exercise of the options which may be granted under the Share Option Scheme)	[REDACTED]
[REDACTED]	Total	[REDACTED]

SHARE CAPITAL

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and the issue of Shares pursuant to the [REDACTED] and the [REDACTED] are made. The tables take no account of any Shares (i) which may be allotted and issued upon the exercise of the options which may be granted under the Share Option Scheme; (ii) which may be issued pursuant to exercise of the options which may be granted under the Share Option Scheme; and (iii) which may be allotted and issued or repurchased by our Company pursuant to the general mandates given to our Directors for the allotment and issue of Shares and the repurchase of Shares as described below or otherwise.

RANKING

The [REDACTED] and Shares to be issued pursuant to the [REDACTED] and Shares that may be issued pursuant to exercise of the [REDACTED] will be ordinary shares in the share capital of our Company and will rank *pari passu* in all respects with all other existing Shares in issue or Shares to be issued as mentioned in this document, and in particular, will be entitled to all dividends and other distributions hereafter declared, paid or made on our Shares in respect of a record date which falls after the date of this document save for entitlements under the [REDACTED].

[REDACTED]

Pursuant to the written resolutions of our Shareholders dated [•], conditional on the share premium account of our Company being credited as a result of the issue of the [REDACTED] by our Company under the [REDACTED], our Directors were authorised to allot and issue a total of [REDACTED] Shares, credited as fully paid, to our Shareholders whose names appear on the register of members of our Company at close of business on [•] (or such other time as our Directors may direct) by way of [REDACTED] of a sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and that our Shares to be allotted and issued shall, as nearly as possible, not involve fractions and shall rank *pari passu* in all respects with the then existing issued Shares.

SHARE OPTION SCHEME

Pursuant to the written resolutions of our Shareholders dated [•], we conditionally adopted the Share Option Scheme. For summaries of the principal terms of the Share Option Scheme, see “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ALLOT AND ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to allot, issue and deal with the number of Shares not exceeding:

- (a) 20% of the total number of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be issued pursuant to the [REDACTED] and any Shares which may be issued pursuant to exercise of the options which may be granted under the Share Option Scheme); and
- (b) the total number of Shares repurchased by our Company, if any, under the general mandate to repurchase Shares granted to our Directors referred to below.

SHARE CAPITAL

Our Directors may, in addition to our Shares which they are authorised to issue under this general mandate, allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement.

This general mandate to issue Shares will remain in effect until the earliest of:

- (a) the conclusion of our Company’s next annual general meeting; or
- (b) the expiration of the period within which our Company is required by any applicable laws or its Articles of Association to hold its next annual general meeting; or
- (c) when varied, revoked or renewed 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 Company — 4. Written resolutions of our Shareholders dated [•]” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to exercise all the powers of our Company to repurchase Shares with a total nominal amount of not more than 10% of the total number of the Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be issued pursuant to the [REDACTED] and any Shares which may be issued pursuant to exercise of the options which may be granted under the Share Option Scheme).

The mandate only relates to repurchases made on the Stock Exchange, or any other exchange on which our Shares are [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), which are made in accordance with all applicable laws and requirements of the Listing Rules. For further information required by the Stock Exchange to be included in this document regarding the repurchase of Shares, see “Statutory and General Information — A. Further information about our Company — 6. Repurchase of Shares by our Company” in Appendix IV to this document.

This general mandate to repurchase Shares will remain in effect until the earliest of:

- (a) the conclusion of our Company’s next annual general meeting; or
- (b) the expiration of the period within which our Company is required by any applicable laws or its Articles of Association 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.

See “Statutory and General Information — A. Further information about our Company — 4. Written resolutions of our Shareholders dated [•]” in Appendix IV to this document for further details of this general mandate.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

For further details of the circumstances under which general meeting and class meeting are required, please refer to “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document.