
SHARE CAPITAL

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The following is a description of the share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the Capitalisation Issue and the [REDACTED], without taking into account any Shares which may be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme and assuming the [REDACTED] is not exercised:

Authorised share capital

	<i>HK\$</i>
<u>1,500,000,000</u> Shares of par value HK\$0.01 each	<u>15,000,000</u>

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

200 Shares in issue as at the date of this document	2
[REDACTED] Shares to be issued pursuant to the Capitalisation Issue	[REDACTED]
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Total Shares issued and to be issued upon completion of the Capitalisation Issue and [REDACTED]	<u>[REDACTED]</u>

ASSUMPTIONS

The above table assumes that the Capitalisation Issue and the [REDACTED] will become unconditional and does not take into account the Shares to be allotted and issued upon the exercise of the [REDACTED], the Shares which may be issued pursuant to the exercise of 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 as described below.

MINIMUM PUBLIC FLOAT

The minimum level of public float to be maintained by our Company at all times after [REDACTED] under the Listing Rules is [REDACTED]% of its share capital in issue from time to time. The [REDACTED] represent not less than [REDACTED]% of the issued share capital of our Company upon the [REDACTED].

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RANKING

The Shares are ordinary shares in the share capital of our Company and rank equally in all respects with all other Shares currently in issue or to be issued as mentioned in this document and, in particular, will rank in full for all dividends or other distributions thereafter declared, made or paid 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.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on 14 July 2022, the principal terms of which are summarised in the section headed “Statutory and General Information – 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.

CAPITALISATION ISSUE

Pursuant to the written resolutions of our sole Shareholder passed on 14 July 2022, subject to the share premium account of our Company being credited as a result of the issue [REDACTED] pursuant to the [REDACTED], our Directors were authorised to allot and issue a total of [REDACTED] Shares credited as fully paid to the holders of Shares on the register of members of our Company at the close of business on [REDACTED] (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) 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 existing issued Shares (other than the right to participate in the Capitalisation Issue).

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions set forth in the paragraph headed “Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]” in this document being fulfilled or waived (if applicable), our Directors have been granted a general unconditional mandate to allot, issue and deal with unissued Shares with an aggregate number of not exceeding 20% of the aggregate number of our issued Shares 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] or upon any options which may be granted under the Share Option Scheme) and the aggregate number of our issued Shares repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares as described below.

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Our Directors may, in addition to the Shares which they are authorised to issue under the mandate, allot, issue and [REDACTED] in the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants or convertible securities of our Company, scrip dividends or similar arrangements or the exercise of options granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

This mandate shall remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or any other applicable laws of the Cayman Islands; or
- (iii) the passing of an ordinary resolution of our Shareholders in general meeting revoking, varying or renewing such mandate.

For further details of the general mandate for the allotment and issue of Shares, please refer to "Statutory and General Information – A. Further information about our Company – 3. Written resolutions of our Sole Shareholder" in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions set forth in the paragraph headed "Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]" in this document being fulfilled or waived (if applicable), our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares not exceeding 10% of the aggregate number of our issued Shares immediately following the completion of the Capitalisation Issue and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme).

This mandate relates only to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares 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 the Listing Rules. A summary of the relevant Listing Rules is set out in "Statutory and General Information – A. Further information about our Company – 6. Repurchase by our Company of its own securities" in Appendix IV to this document.

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This mandate shall remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any other applicable law; or
- (iii) the passing of an ordinary resolution of our Shareholders in general meeting revoking, varying or renewing such mandate.

For further details of the general mandate for the repurchase of Shares, see “Statutory and General Information – A. Further information about our Company – 3. Written resolutions of our Sole Shareholder” in Appendix IV to this document.

SHAREHOLDERS’ GENERAL MEETING

The method and procedures for holding of general meeting or class meeting of a Cayman Islands exempted company and the circumstances under which such meetings are required are prescribed under and set out in the articles of association of such company. Accordingly, our Company will hold general meetings as prescribed for under the Articles, see “Summary of the constitution of the Company and Cayman Islands Company Law” in Appendix III to this document for further details.