
SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately before and following the completion of the Share Offer with and without taking into account any Shares that may be allotted and issued upon exercise of the Over-allotment Option but without taking into account any options which may be granted under the Share Option Scheme:

Nominal value
HK\$

Authorised share capital as at the date of this prospectus:

<u>10,000,000,000</u>	Shares (HK\$0.01 each)	<u>100,000,000</u>
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Assuming the Over-allotment Option is not exercised, the issued share capital of our Company immediately following the Share Offer will be as follows:

Issued and to be issued, fully paid or credited as fully paid, upon completion of the Share Offer and the Capitalisation Issue:

300	Shares in issue as at the date of this prospectus	3
499,999,700	Shares to be issued under the Capitalisation Issue (including 31,250,000 Sale Shares)	4,999,997
15,625,000	New Shares to be issued pursuant to the Hong Kong Public Offering	156,250
109,375,000	New Shares to be issued pursuant to the International Placing	1,093,750
<u>625,000,000</u>	Shares in total	<u>6,250,000</u>

Assuming the Over-allotment Option is exercised in full, the issued share capital of our Company immediately following the Share Offer will be as follows:

Issued and to be issued, fully paid or credited as fully paid, upon completion of the Share Offer and the Capitalisation Issue and the exercise of the Over-allotment Option in full:

300	Shares in issue as at the date of this prospectus	3
499,999,700	Shares to be issued under the Capitalisation Issue (including 31,250,000 Sale Shares)	4,999,997
15,625,000	New Shares to be issued pursuant to the Hong Kong Public Offering	156,250
109,375,000	New Shares to be issued pursuant to the International Placing	1,093,750
23,435,000	New Shares to be issued pursuant to the exercise of the Over-allotment Option in full	234,350
<u>648,435,000</u>	Shares in total	<u>6,484,350</u>

SHARE CAPITAL

ASSUMPTIONS

The above table assumes that the Share Offer becomes unconditional. It takes no account of any Shares which may be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme or any Shares which may be issued or bought back by our Company pursuant to the general mandate given to our Directors to allot and issue or buy back Shares as described below.

RANKING

The Offer Shares and the Shares that may be issued pursuant to exercise of the Over-allotment Option will rank pari passu in all respects with all other existing Shares in issue as mentioned in this prospectus and in particular, will be entitled to all dividends and other distributions hereafter declared, paid or made on the Shares after the date of this prospectus.

CAPITALISATION ISSUE

Pursuant to the written resolutions of our Shareholders passed on 4 August 2022 and subject to the conditions set out therein, our Directors were authorised to allot and issue a total of 499,999,700 Shares credited as fully paid at par to the Shareholders whose name appear on the register of members of our Company at close of business on a date prior to the Share Offer by way of capitalisation of an appropriate sum standing to the credit of the share premium account of our Company and the Shares to be allotted and issued under this resolution shall rank pari passu in all respects with the existing issued Shares. For further details, please refer to the section headed “Statutory and general information — Further information about our Group — 3. Resolutions of the Shareholders” in Appendix IV to this prospectus.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on 4 August 2022. Under the Share Option Scheme, the eligible participants of the scheme, including Directors, full-time employees of and advisors and consultants to our Company or our subsidiaries may be granted options which entitle them to subscribe for Shares, when aggregated with options granted under any other scheme, representing initially not more than 10% of the Shares in issue on the Listing Date. Further details of the terms of the Share Option Scheme are summarised in the section headed “Statutory and general information — Other information — 13. Share Option Scheme” in Appendix IV to this prospectus.

GENERAL MANDATE TO ALLOT AND ISSUE NEW SHARES

Our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value not exceeding the sum of (a) 20% of the aggregate nominal value of the share capital of our Company in issue as enlarged by the Share Offer; and (b) the aggregate nominal value of the share capital of our Company which may be repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares granted to our Directors referred to below.

SHARE CAPITAL

Our Directors may, in addition to the Shares which they are authorised to issue under this issuing mandate, allot, issue and deal in the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any convertible securities of our Company, scrip dividends or similar arrangements or the exercise of options which may be granted under the Share Option Scheme. The aggregate nominal value of the Shares which our Directors are authorised to allot and issue under the issuing mandate will not be reduced by the allotment and issue of such Shares.

This issuing mandate will expire:

- (i) at the conclusion of our Company's next annual general meeting;
- (ii) upon the expiry of the period within which our Company is required by any applicable law or the Articles of Association to hold its next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

See the section headed "Statutory and general information — Further information about our Group — 3. Resolutions of the Shareholders" in Appendix IV to this prospectus for further details of this issuing mandate.

REPURCHASE MANDATE TO BUY BACK SHARES

Our Directors have been granted a general unconditional mandate to exercise all of the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue, as enlarged by the Share Offer (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme).

This repurchase mandate relates only to repurchases made on the Stock Exchange or on any other stock exchange on which the Shares are listed (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 requirements of the Listing Rules. Further information required by the Stock Exchange to be included in this prospectus regarding the repurchase of Shares is set out in the section headed "Statutory and general information — Further information about our Group — 6. Securities repurchase mandate" in Appendix IV to this prospectus.

This repurchase mandate will expire:

- (i) at the conclusion of our Company's next annual general meeting;
- (ii) upon the expiry of the period within which our Company is required by any applicable law or the Articles of Association to hold its next annual general meeting; or

SHARE CAPITAL

- (iii) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

See the section headed “Statutory and general information — Further information about our Group — 3. Resolutions of the Shareholders” in Appendix IV to this prospectus for further information about this repurchase mandate.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has only one class of shares, namely ordinary shares, each of which ranks *pari passu* with the other shares.

Pursuant to the Cayman Islands Companies Act and the terms of the Memorandum of Association and the Articles of Association, our Company may from time to time by Shareholders’ ordinary resolution (i) increase our capital; (ii) consolidate and divide our Share capital into Shares of larger amount or smaller amount; (iii) divide our unissued Shares into classes; (iv) subdivide our Shares into Shares of smaller amount than is fixed by Memorandum of Association; and (v) cancel any Shares which have not been taken. In addition, our Company may, subject to sanction by the courts in the Cayman Islands, reduce our Share capital by Shareholders’ special resolution. See the section headed “Summary of the constitution of our Company and Cayman Companies Act” in Appendix III to this prospectus for more details.

Pursuant to the Cayman Islands Companies Act and the terms of the Memorandum of Association and the Articles of Association, all or any of the special rights attached to the Share or any class of Shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. See the section headed “Summary of the constitution of our Company and Cayman Companies Act” in Appendix III to this prospectus for more details.