

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 before and after completion of the [REDACTED] and the [REDACTED]:

<i>Authorized share capital:</i>		<i>US\$</i>
300,000,000 Shares		3,000,000

Assuming that the [REDACTED] is not exercised and without taking into account any Shares which may be issued upon exercise of any options which may be granted under the Share Option Scheme, the share capital of our Company immediately following the completion of the [REDACTED] and the [REDACTED] will be as follows:

<i>Issued share capital:</i>		<i>US\$</i>
999,874 Shares in issue at the date of this Document		9,998.74

Shares to be issued, fully paid or credited as fully paid:

<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]		<u>[REDACTED]</u>
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]		<u>[REDACTED]</u>
 <u>[REDACTED]</u> Total		 <u>[REDACTED]</u>

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

<i>Issued share capital:</i>		<i>US\$</i>
999,874 Shares in issue at the date of this Document		9,998.74

Shares to be issued, fully paid or credited as fully paid:

<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]		<u>[REDACTED]</u>
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]		<u>[REDACTED]</u>
<u>[REDACTED]</u> Shares to be issued upon exercise of the [REDACTED] in full		<u>[REDACTED]</u>
 <u>[REDACTED]</u> Total		 <u>[REDACTED]</u>

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ASSUMPTIONS

The above table assumes that the [REDACTED] has become unconditional and the Shares are issued pursuant to the [REDACTED] and the [REDACTED]. 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 which may be allotted and issued or repurchased by our Company under the general mandates of any Shares referred to below.

MINIMUM PUBLIC FLOAT

At least [REDACTED]% of the total number of issued Shares must at all times be held by the public. The [REDACTED] represent [REDACTED]% of the issued share capital of our Company upon the [REDACTED].

RANKING

Our Shares are ordinary shares in our share capital and rank *pari passu* 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 our Shares in respect of a record date which falls after the date of issue of such Share.

SHARE OPTION SCHEME

We conditionally adopted the Share Option Scheme. Summaries of the principal terms of the Share Option Scheme are set out in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this Document.

ISSUING MANDATE

Subject to the [REDACTED] becoming unconditional, our Directors have been granted by the Shareholders a general and unconditional mandate to allot, issue or deal with Shares with a total number of not more than the sum of:

- (a) 20% of the aggregate number of Shares in issue and to be issued immediately following completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may be allotted and issued upon the exercise of the [REDACTED] and the options which may be granted under the [REDACTED]); and
- (b) the aggregate number of Shares repurchased by our Company (if any) pursuant to the repurchase mandate as referred to below.

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The issuing mandate will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company; or
- the expiration of the period within which our Company is required by the Articles or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

For more information on this issuing mandate, please refer to the section headed “Statutory and General Information — A. Further Information about our Company and its Subsidiaries — 3. Written Resolutions of all the Shareholders passed on [●]” in Appendix IV to this Document.

REPURCHASE MANDATE

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

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be [REDACTED] (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules and all other applicable laws, regulations and rules.

The repurchase mandate will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company; or
- the expiration of the period within which our Company is required by its Articles or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- when varied or revoked by an ordinary resolution of the Shareholders in general meeting.

For more information on this repurchase mandate, please refer to “Statutory and General Information — A. Further Information about our Company and its Subsidiaries — 3. Written Resolutions of all the Shareholders passed on [●]” in Appendix IV to this Document.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of Cayman Companies Act, an exempted company is not required by law to hold any general meetings or class meetings on an annual or regular basis. The holding of a general meeting or class meeting is prescribed for under the articles of association of a company. Accordingly, we will hold general meetings as prescribed for under the Articles, a summary of which is set out in “Summary of the Constitution of Our Company and Cayman Companies Act” in Appendix III to the Document.

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 Companies Act and the terms of the Memorandum and the Articles, our Company may from time to time by ordinary resolutions of Shareholders (i) increase its share capital; (ii) consolidate and divide 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 provisions of the Cayman Companies Act, reduce the share capital or capital redemption reserve by our Shareholders passing a special resolution. Besides, all or any of the special rights attached to the Shares 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. For more information, see “Summary of the Constitution of Our Company and Cayman Companies Act” in Appendix III to this document.