

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 prior to and immediately following the completion of the [REDACTED]:

Authorized share capital	Aggregate par value (HK\$)
500,000,000 Shares of par value of HK\$0.001 each as of the Latest Practicable Date	500,000
<i>Issued and to be issued, fully paid or credited as fully paid immediately upon completion of the</i> [REDACTED]	
239,290,252 Shares in issue as of the date of this document (assuming all Preferred Shares are converted into Shares on a 1:1 basis)	239,290.252
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED] assuming no exercise of the [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

ASSUMPTION

The above table assumes that the [REDACTED] becomes unconditional and the Shares are issued pursuant to the [REDACTED] and the [REDACTED]. The above table does not take into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or 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.

RANKING

The [REDACTED] are Ordinary Shares in the share capital of our Company and will rank equally in all respects with all Shares then in issue or to be issued as set forth in the above table, and will qualify and rank in full for all dividends or other distributions declared, made or paid after the date of this document.

SHARE CAPITAL

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Our Company will have only one class of shares upon completion of the [REDACTED], namely Ordinary Shares, and each ranks pari passu with each other. Pursuant to the Cayman Companies Act and the terms of our Memorandum and Articles of Association, our Company may from time to time by ordinary resolution (i) increase its 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 its share capital or capital redemption reserve by passing a special resolution. For details, please refer to the section headed “Appendix III – Summary of the Constitution of the Company and Cayman Islands Company Law” in this document.

Pursuant to the terms of our Memorandum and 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. For details, please refer to the section headed “Appendix III – Summary of the Constitution of the Company and Cayman Islands Company Law” in this document.

Further, our Company will also hold general meetings from time to time as may be required under our Articles of Association, a summary of which is set out in the section headed “Appendix III – Summary of the Constitution of the Company and Cayman Islands Company Law” in this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with at any time subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, shall not exceed the sum of:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following completion of the [REDACTED]; and
- (b) the nominal amount of our share capital repurchased by the Company (if any) pursuant to the repurchase mandate (as mentioned below).

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or scrip dividend scheme or similar arrangements or a specific authority granted by our Shareholders or upon the exercise of the [REDACTED].

SHARE CAPITAL

This mandate to issue Shares will remain in effect until:

- (i) at the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting,

whichever is the earliest.

For further details of this general mandate, please see the section headed “Appendix IV – Statutory and General Information – A. Further Information about Our Group – 5. Resolutions of the Shareholders of the Company Passed on [●].”

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the [REDACTED] (excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]).

This mandate relates to repurchases made on the Stock Exchange, or on any other stock exchange which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Appendix IV – Statutory and General Information – A. Further Information about Our Group – 6. Restrictions on Repurchase”.

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

- (a) at the conclusion of our next annual general meeting; or
- (b) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting, whichever is the earliest.

For further details of this general mandate, please see the paragraph headed “A. Further Information about Our Group – 5. Resolutions of the Shareholders of the Company Passed on [●]” in Appendix IV to this document.