

SHARE CAPITAL

AUTHORISED AND ISSUED 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 following completion of the [REDACTED] and the [REDACTED]:

HK\$

Authorised share capital:

[REDACTED] Shares of HK\$0.01 each [REDACTED]

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

Assuming 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:

*Issued share
capital*

HK\$

2,000	Shares in issue as at the date of this document	20
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares in total	<u>[REDACTED]</u>

Assuming 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:

*Issued share
capital*

HK\$

2,000	Shares in issue as at the date of this document	20
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares in issue upon exercise of the [REDACTED] in full	<u>[REDACTED]</u>

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ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional and the issue of Shares pursuant to the [REDACTED] and the [REDACTED] are made. It takes no account of any Shares which may be issued or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

MINIMUM PUBLIC FLOAT

According to Rule 8.08 of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, at least 25% of the total issued share capital of our Company shall be held by the public (as defined in the Listing Rules).

Based on the on the information as per the above table, our Company will meet the public float requirement under the Listing Rules after the completion of the [REDACTED] (whether or not the [REDACTED] is exercised in full). We will make appropriate disclosure of our public float and confirm the sufficiency of our public float in successive annual reports after [REDACTED].

RANKING

The [REDACTED] will rank equally with all of the Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this document except for the entitlement under the [REDACTED].

GENERAL MANDATE TO ISSUE NEW SHARES

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

- (a) 20% of the total number of our Shares in issue immediately following completion of the [REDACTED] (excluding any Shares which may fall to be issued pursuant to the [REDACTED] Option) and the [REDACTED]; and
- (b) the total number of Shares repurchased by our Company (if any) pursuant to the mandate referred to in "General Mandate to Repurchase Shares" below.

This mandate will expire:

- at the conclusion of our Company's next annual general meeting; or
- on the date by which our Company's next annual general meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- when the authority given to our Directors is renewed, revoked or varied by an ordinary resolution of the Shareholders at a general meeting,

whichever is the earliest.

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Further details of this general mandate are set forth in the section headed “Statutory and General Information — A. Further Information about our Company — 3. Written resolutions of all the Shareholders passed on [●] 2022” 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 of the powers of our Company to repurchase Shares with a total number of Shares of not more than 10% of the total number of Shares in issue or to be issued immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may fall to be issued pursuant to the [REDACTED]).

This mandate only relates to repurchases made on the Main Board, or on any other stock exchange on which the Shares are [REDACTED] (and which are recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules.

This mandate will expire:

- at the conclusion of our Company’s next annual general meeting; or
- on the date by which our Company’s next annual general meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- when the authority given to our Directors is renewed, revoked or varied by an ordinary resolution of the Shareholders at a general meeting,

whichever is the earliest.

Further details of this general mandate are set forth in the section headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of all the Shareholders passed on [●] 2022” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of the Companies Act, an exempted company is not required by law to hold any general meetings or class meetings. The holding of 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 our Articles, a summary of which is set out in Appendix III to this document.