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## SHARE CAPITAL

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### SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company immediately before and following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the [REDACTED] or any options which may be granted under the Share Option Scheme):

***Authorized share capital:***

	<b>Nominal value</b> <i>HK\$</i>
[700,000,000] Shares of par value HK\$0.01 each	7,000,000

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

	<b>Nominal value</b> <i>HK\$</i>
10,000	100
Shares in issue as at the date of this document	
Shares to be issued pursuant to the	
[REDACTED] [REDACTED]	[REDACTED]
Shares to be issued pursuant to the	
<u>[REDACTED] [REDACTED]</u>	<u>[REDACTED]</u>
Total shares issued and to be issued	
immediately upon completion of the	
<u>[REDACTED] [REDACTED] and the [REDACTED]</u>	<u>[REDACTED]</u>

### 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 allotted and issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme, or 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.

If the [REDACTED] is exercised in full, then [REDACTED] additional Shares will be allotted and issued, resulting in a total enlarged issued share capital of HK\$[REDACTED] divided into [REDACTED] Shares.

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### RANKING

The [REDACTED] will be ordinary Shares in the share capital of our Company and will rank *pari passu* in all respects with all our Shares now in issue or to be issued as mentioned in this document, and, in particular, will qualify 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 [REDACTED] other than entitlement to the [REDACTED].

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08 of the Listing Rules, at least 25% of the total issued share capital of our Company must at all times be held by the public. The [REDACTED] [REDACTED] represent [REDACTED]% of the total issued share capital of our Company upon the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the [REDACTED] or any options which may be granted under the Share Option Scheme).

### [REDACTED]

Pursuant to the resolutions of our Shareholders passed on [•], conditional on the conditions as stated in “Structure and Conditions of the [REDACTED]” and the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the allotment and issuance of the [REDACTED] pursuant to the [REDACTED], our Directors are authorized to allot and issue a total of [REDACTED] Shares, credited as fully paid at par, to the holders of Shares on the register of members or the principal share register of our Company in proportion to their shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalization of the sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares.

### GENERAL MANDATE TO ISSUE 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 allot, issue and deal with any Shares or securities convertible into Shares and to make an offer or agreement or grant an option (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) not exceeding:

- (a) 20% of the total number of our Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme); and

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- (b) the total number of our Shares repurchased (if any) pursuant to the general mandate to repurchase Shares referred to in “General mandate to repurchase Shares” below. This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or pursuant to the exercise of options which may be granted under the Share Option Scheme.

This general mandate to issue Shares will remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (c) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “Statutory and General Information — A. Further information about our Company and its subsidiaries — 5. Written resolutions of our Shareholders passed on [ • ]” in Appendix IV to this document.

### GENERAL MANDATE TO REPURCHASE SHARES

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

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares may be [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in “Statutory and General Information — A. Further information about our Company and its subsidiaries — 6. Repurchase of our Shares by our Company” in Appendix IV to this document.

The general mandate to repurchase Shares will remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or

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- (c) the time when such mandate is revoked or varies by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “Statutory and General Information — A. Further information about our Company and its subsidiaries — 5. Written resolutions of our Shareholders passed on [ • ]” in Appendix IV to this document.

### SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. Details of the principal terms of the Share Option Scheme are summarized in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this document.

Our Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into our Shares as at the Latest Practicable Date.

### ALTERATIONS OF SHARE CAPITAL

Our Company may from time to time by ordinary resolution or special resolution (as the case may be) of Shareholders alter the share capital of our Company. For a summary of the provisions in the Articles of Association regarding alterations of share capital, see “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document.

### CIRCUMSTANCES WHERE MEETINGS ARE REQUIRED

Our Company has only one class of shares, namely ordinary Shares, each of which ranks *pari passu* with the other Shares. The circumstances under which general meetings are required are provided in the Articles, a summary of which is set forth in “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document.