
SHARE CAPITAL

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The authorised and issued share capital of our Company is as follows:

Authorised Share Capital

As at the date of this document:

| | |
|--------------------------|----------------|
| | <i>(HK\$)</i> |
| <u>38,000,000</u> Shares | <u>380,000</u> |

Issued Share Capital

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

| | |
|---|-------------------|
| | <i>HK\$</i> |
| 1,000,000 Shares in issue at the date of this document | 10,000 |
| <u>[REDACTED]</u> Shares to be issued under the [REDACTED] ⁽¹⁾ | <u>[REDACTED]</u> |
| <u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED] ⁽¹⁾ | <u>[REDACTED]</u> |
| <u>[REDACTED]</u> Shares in total | <u>[REDACTED]</u> |

Note:

(1) The Shares referred to in the above table will be fully paid or credited as fully paid when issued.

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

| | | <i>HK\$</i> |
|-------------------|--|-------------------|
| 1,000,000 | Shares in issue at the date of this document | 10,000 |
| [REDACTED] | Shares to be issued under the [REDACTED] ⁽¹⁾ | [REDACTED] |
| [REDACTED] | Shares to be issued pursuant to the [REDACTED] ⁽¹⁾ | [REDACTED] |
| [REDACTED] | Shares to be issued upon exercise of the [REDACTED] in full ⁽¹⁾ | [REDACTED] |
| <u>[REDACTED]</u> | Shares in total | <u>[REDACTED]</u> |

Note:

(1) The Shares referred to in the above table will be fully paid or credited as fully paid when issued.

RANKING

The Shares are ordinary shares in the share capital of our Company and rank *pari passu* in all respects with all the 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 the Shares in respect of a record date which falls after the date of this document.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on [•] and the principal terms of the Share Option Scheme are summarised in the section headed “Appendix V — Statutory and General Information — F. Share Option Scheme” in 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.

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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 the Shares in the share capital of our Company with the total number of issued shares of not more than the sum of:

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

This general mandate to issue shares will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of our Shareholders in a general meeting.

For further details of this general mandate, please refer to the paragraph headed “Appendix V — Statutory and General Information — A. Information about our Company — (d) Resolutions of our Shareholders passed on [•]” in this document.

GENERAL MANDATE TO BUYBACK 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 buyback Shares not exceeding in aggregate 10% of the total number of 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 any option which may be granted under the Share Option Scheme).

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This mandate only relates to buybacks made on the [REDACTED], or on any other [REDACTED] on which the Shares may be [REDACTED] (and which are recognised 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.

This general mandate to buyback Shares will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (c) the revocation, variation, or renewal of this general mandate by an ordinary resolution of our Shareholders in a general meeting.

For further details of this general mandate, please refer to the paragraph headed “Appendix V — Statutory and General Information — A. Information about our Company — (d) Resolutions of our Shareholders passed on [•]” in this document.

CIRCUMSTANCES UNDER WHICH A MEETING OF THE COMPANY IS REQUIRED

The circumstances under which a meeting is required are provided in the Articles of Association, a summary of which is set out in “Appendix IV — Summary of The Constitution of Our Company and Cayman Companies Act” to this document.