

SHARE CAPITAL

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The share capital of our Company immediately following the [REDACTED] and the [REDACTED], without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and any option that may be granted under the Share Option Scheme, will be as follows:

<i>Authorised share capital</i>	<i>HK\$</i>
[REDACTED] Shares	[REDACTED]
<i>Issued and to be issued, fully paid or credited as fully paid</i>	<i>HK\$</i>
10,000 Shares in issue as at the date of this document	100
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]
<u>[REDACTED] Shares to be issued under the [REDACTED]</u>	<u>[REDACTED]</u>
<i>Total:</i>	
<u>[REDACTED] Shares in issue immediately upon [REDACTED]</u>	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full (without taking into account any Shares which may be issued pursuant to the exercise of any option granted under the Share Option Scheme), our issued share capital immediately following the [REDACTED] and the [REDACTED] will be as follows:

Issued and to be issued, fully paid or credited as fully paid upon completion of the [REDACTED] and the [REDACTED] and the exercise of the [REDACTED]:

	<i>HK\$</i>
10,000 Shares in issue at the date of this document	100
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued upon exercise of the [REDACTED] in full	[REDACTED]
<u>[REDACTED] <i>Total</i></u>	<u>[REDACTED]</u>

MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1)(a) of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of [REDACTED] of the total issued share capital of our Company in the hands of the public (as defined in the Listing Rules). The [REDACTED] represent not less than [REDACTED] of the issued share capital of our Company upon the [REDACTED].

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[REDACTED]

Pursuant to the resolutions of our sole Shareholder passed on [●], subject to the share premium account of our Company being credited as a result of the [REDACTED], our Directors are authorised to allot and issue a total of [REDACTED] Shares credited as fully paid at par to the holders of the Shares on the register of members of our Company at the close of business on [●] 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 [REDACTED] of the sum of [REDACTED] standing to the credit of the share premium account of our Company, and our Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares.

RANKING

The [REDACTED] and our Shares that may be issued pursuant to the exercise of the [REDACTED] or the exercise of any options which may be granted under the Share Option Scheme will rank *pari passu* in all respects with all our existing Shares in issue or to be issued as mentioned in this document, and, in particular, will be entitled in full for all dividends and other distributions declared hereafter, made or paid on our Shares in respect of a record date which falls after the date of [REDACTED] save for entitlements under the [REDACTED].

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 subject to the requirement that such number of Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or an issue of Shares pursuant to the exercise of the [REDACTED] and any options which may be granted under the Share Option Scheme or any other share option scheme of our Company or any Shares allotted and issued in lieu of the whole or part of a dividend on Shares or similar arrangement in accordance with the Amended and Restated Memorandum and Articles of Association of our Company or pursuant to a specific authority granted by shareholders of our Company in general meeting or pursuant to the [REDACTED] and the [REDACTED]) shall not exceed the sum of:

- (a) 20% of the total number of 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] and any options which may be granted under the Share Option Scheme); and
- (b) the total number of Shares repurchased by our Company (if any) pursuant to the authority granted to our Directors referred to in the paragraph headed "General mandate to repurchase Shares" below in this section.

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This general mandate to issue Shares will remain in effect until whichever is 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 Memorandum and 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 a general meeting.

For further details of this general mandate, please refer to the paragraph headed "Statutory and general information — A. Further information about our Company — 3. Written resolutions of our sole Shareholder 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 (Shares which may be [REDACTED] on the Stock Exchange or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose) with such number of Shares not exceeding 10% of the total number of Shares in issue of our Company immediately following the completion of the [REDACTED] and the [REDACTED] but excluding Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and any option 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 the Shares may be [REDACTED] and which is recognised by the SFC and the Stock Exchange for this purpose, and such repurchases are 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 the paragraph headed "Statutory and general information — A. Further information about our Company — 6. Repurchase of our Shares by our Company" in Appendix IV to this document.

The general mandate to issue and repurchase Shares will remain in effect until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of our Company; or
- (b) the expiration of the period within which the next annual general meeting of our Company is required by the Memorandum and 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 a general meeting.

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For further details of this general mandate, please refer to the paragraphs headed "Statutory and general information — A. Further information about our Company — 3. Written resolutions of our sole Shareholder passed on [●]" and "Statutory and general information — A. Further information about our Company — 6. Repurchase of our Shares by our Company" in Appendix IV to this document.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. For details of the principal terms of the Share Option Scheme, please refer to the paragraph headed "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.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of 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 our Company. Accordingly, we will hold general meetings as prescribed for under the Articles. For further details, please refer to the section headed "Summary of the constitution of our Company and Cayman Islands company law" in Appendix III to this document.