

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 or credited as fully paid immediately before and following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED]):

<u>Authorized share capital</u>	<u>Nominal value</u>
	<i>(HK\$)</i>
1,000,000,000	10,000,000
Shares of HK\$0.01 each	

Assuming the [REDACTED] is not exercised, our Company’s issued share capital immediately after completion of the [REDACTED] and the [REDACTED] will be as follows:

<u>Shares</u>	<u>HK\$</u>
1 Share in issue as of the date of this document	0.01
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]
[REDACTED] Total	[REDACTED]

Assuming the [REDACTED] is exercised in full, our Company’s issued share capital immediately following completion of the [REDACTED] and the [REDACTED] will be as follows:

<u>Shares</u>	<u>HK\$</u>
1 Share in issue as of the date of this document	0.01
[REDACTED] Share to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued upon exercise of the [REDACTED]	[REDACTED]
[REDACTED] Total	[REDACTED]

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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 bought back by us pursuant to the general mandates granted to our Directors to issue or buyback Shares as described below.

MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08 of the Listing Rules, at the time of [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of at least 25% of the total issued share capital of our Company in the hands of the public.

RANKINGS

The [REDACTED] will be ordinary shares in the share capital of our Company and will carry the same rights in all respects with all Shares in issue or to be issued as mentioned in this document and, in particular, will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a [REDACTED] which falls after the date of this document save for the entitlement under the [REDACTED].

GENERAL MANDATE TO ISSUE AND ALLOT NEW SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to issue, allot and deal with Shares in the share capital of our Company with a total number of issued shares of not more than the sum of:

- (1) 20% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding Shares which may be issued and allotted pursuant to the exercise of the [REDACTED]); and
- (2) the total number of Shares bought back by our Company (if any) pursuant to the general mandate to buyback Shares granted to our Directors referred to below.

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Our Directors may, in addition to the Shares which they are authorized to issue under this general mandate, issue, allot or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement.

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

- (i) the conclusion of the next annual general meeting of our Company; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held; or
- (iii) the date on which such general mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

Further information on this general mandate is set out in “Appendix IV—Statutory and General Information—A. Further Information about our Company—4. Written resolutions of our sole Shareholder” of this document.

GENERAL MANDATE TO BUYBACK SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to exercise all the powers of our Company to buy back Shares with a total number of Shares of not more than 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding Shares which may be issued and allotted pursuant to the exercise of the [REDACTED]).

This mandate only relates to buybacks made on the Stock Exchange or any other stock exchange on which the Shares are [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in “Appendix IV—Statutory and General Information—A. Further Information about our Company—7. Buyback by our Company of its own securities.”

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

- (i) the conclusion of the next annual general meeting of our Company; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held; or
- (iii) the date on which such general mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

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Further information on this general mandate is set out in “Appendix IV—Statutory and General Information—A. Further Information about our Company—4. Written resolutions of our sole Shareholder” of this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has only one class of shares, namely ordinary shares, each of which carries the same rights as the other shares.

As a matter of the Cayman Companies Act, an exempted company is not required by law to hold any general meeting or class meeting. The holding of general meeting or class meeting is prescribed under the articles of association of a company. Accordingly, our Company will hold general meetings as prescribed under the Articles, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document.