
SHARE CAPITAL

SHARE CAPITAL OF OUR COMPANY

The following table illustrates the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately prior to and following completion of the Capitalisation Issue and the Global Offering (without taking into account any Share which may be issued pursuant to the exercise of the Over-allotment Option and any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme):

		<i>HK\$</i>
<i>Authorised share capital:</i>		
1,000,000,000	Shares of par value of HK\$0.01 each	10,000,000
<i>Issued and to be issued, fully paid or credited as fully paid:</i>		
10,000	Shares in issue at the date of this prospectus	100
374,990,000	Shares to be issued pursuant to the Capitalisation Issue	3,749,900
<u>125,000,000</u>	Shares to be issued pursuant to the Global Offering	<u>1,250,000</u>
<u><u>500,000,000</u></u>	Shares in total	<u><u>5,000,000</u></u>

The following table illustrates the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately prior to and following completion of the Capitalisation Issue and the Global Offering (assuming the Over-allotment Option is exercised in full and without taking in account any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme):

		<i>HK\$</i>
<i>Authorised share capital:</i>		
1,000,000,000	Shares of par value of HK\$0.01 each	10,000,000
<i>Issued and to be issued, fully paid or credited as fully paid:</i>		
10,000	Shares in issue at the date of this prospectus	100
374,990,000	Shares to be issued pursuant to the Capitalisation Issue	3,749,900
125,000,000	Shares to be issued pursuant to the Global Offering	1,250,000
18,750,000	Shares to be issued upon exercise of the Over-allotment Option in full	187,500
<u><u>518,750,000</u></u>	Shares in total	<u><u>5,187,500</u></u>

SHARE CAPITAL

MINIMUM PUBLIC FLOAT

Pursuant to Rules 8.08 of the Listing Rules, at the time of Listing and at all times thereafter, our Company must maintain the minimum prescribed percentage of 25% of the issued share capital of our Company in the hands of the public (as defined in the Listing Rules).

RANKING

The Offer Shares will rank equally with all Shares now in issue or to be allotted and issued and will qualify for all dividend or other distributions declared, made or paid after the date of this prospectus save for the entitlements under the Capitalisation Issue.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on 18 September 2023 and the principal terms of the Share Option Scheme are summarised in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this prospectus.

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.

GENERAL MANDATES GRANTED TO OUR DIRECTORS

Subject to the Global Offering becoming unconditional, general mandates have been granted to our Directors to allot and issue Shares and to repurchase Shares.

See “Statutory and General Information — A. Further Information about our Group — 3. Written Resolutions of our Shareholders passed on 18 September 2023” in Appendix IV to this prospectus for details of such general mandates.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has one class of shares, namely ordinary shares, each of which shall carry the same rights as the other Shares.

As a matter of the Cayman Companies Act, a Cayman Islands exempted company is not required by law to convene an annual general meeting unless the articles of association otherwise provide. The holding of general meeting or class meeting is prescribed for under the articles of association of a Cayman Islands company. Accordingly, our Company will hold general meetings as prescribed for under the Articles of Association. A summary of the circumstances under which general meeting and class meeting are required is set out in “Summary of the Constitution of the Company and the Cayman Companies Act” in Appendix III to this prospectus.