

## SHARE CAPITAL

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Assuming that the total number of Shares in issue remains unchanged from the Latest Practicable Date to the date of this document and without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme and any Shares which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to our Directors as referred to below, the share capital of our Company immediately upon the [REDACTED] will be as follows:

**Nominal value**

*HK\$*

*Authorised share capital:*

<u>10,000,000,000</u> Shares of HK\$0.01 each	<u>100,000,000</u>
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*Shares in issue as at the date of this document:*

<u>[REDACTED]</u> Shares of HK\$0.01 each	<u>[REDACTED]</u>
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### MINIMUM PUBLIC FLOAT

The minimum level of public float to be maintained by our Company at all times after the [REDACTED] under the Listing Rules is 25% of its share capital in issue from time to time. Our Directors confirm that from the GEM Listing up to the Latest Practicable Date, we have maintained the said minimum level of public float and have been in compliance with Rule 8.08 of the Listing Rules.

### RANKING

Our Shares are ordinary shares in the share capital of our Company and rank *pari passu* in all respects with each other, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid and any other rights and benefits attaching or accruing to our Shares following completion of the [REDACTED].

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### CIRCUMSTANCES WHERE GENERAL MEETING AND CLASS MEETING OF OUR COMPANY ARE REQUIRED

As a matter of the Companies Act, an exempted company is not required by law to hold any general meetings or class meetings. The holding of general meetings or class meetings is prescribed for under the articles of association of a company. Accordingly, we will hold general meetings as prescribed for under our Articles, a summary of which is set out in Appendix III to this document. There are certain circumstances where annual general meetings or extraordinary general meetings of our Company are required under our Articles and the Listing Rules. A general summary of such circumstances are set out below, details of which are set out in paragraph headed “2. Articles of Association — (e) Meetings of members — (iii) Annual general meetings and extraordinary general meetings” in Appendix III to this document.

- An annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company’s financial year unless a longer period would not infringe the Listing Rules, if any. Such meeting will be held at such time and place as may be determined by our Board.
- Our Board may, at its discretion, call for an extraordinary general meeting.
- Any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of our Company having the right of voting at general meetings of our Company (the “**requisitionist**”), on a one vote per share basis, shall have the right, by written requisition to our Board or the secretary of our Company, to require an extraordinary general meeting to be called by our Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit our Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself/(themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of our Board shall be reimbursed to the requisitionist(s) by our Company.

Other than the above circumstances, certain corporate actions may require the approval of Shareholders, which will be obtained at a general meeting. For details, please refer Appendix III to this document.

### SHARE OPTION SCHEME

Our Company has adopted the Share Option Scheme on 21 October 2019. The Share Option Scheme will remain valid and effective following the [REDACTED] and will be implemented in full compliance with Chapter 17 of the Listing Rules. The principal terms of the Share Option Scheme are summarised in the paragraph headed “Share option scheme” in Appendix IV to this document.

As at the Latest Practicable Date, no share option under the Share Option Scheme was granted, exercised, lapsed or cancelled.

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### GENERAL MANDATE TO ISSUE SHARES

Our Directors have been granted a general and unconditional mandate to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at 17 June 2022 pursuant to the ordinary resolutions passed at the annual general meeting of our Company held on 17 June 2022.

Such mandate will end at the earliest of (i) the conclusion of the next annual general meeting of our Company; (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by our Articles or any applicable laws of the Cayman Islands; or (iii) the date on which such authority given to our Directors is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of our Company.

Please refer to the circular of our Company dated 30 March 2022 in relation to the general mandate to issue Shares for further details of such mandate.

### GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted a general and unconditional mandate to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at 17 June 2022 pursuant to the ordinary resolutions passed at the annual general meeting of our Company held on 17 June 2022.

Such mandate will end at the earliest of (i) the conclusion of the next annual general meeting of our Company; (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by our Articles or any applicable laws of the Cayman Islands; or (iii) the date on which such authority given to our Directors is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of our Company.

Please refer to the circular of our Company dated 30 March 2022 in relation to the general mandate to repurchase Shares and the paragraph headed “Further information about our Company and its subsidiaries — 5. Repurchase by our own Company of its own securities” in Appendix IV to this document for further details of such mandate.

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### SHAREHOLDER DISTRIBUTION

We have made enquiries on our shareholder distribution with record date as at 31 December 2022. Based on the results of such enquiries and to the best knowledge of our Directors having made all reasonable due enquiries, as at 31 December 2022 (being the latest practicable date for ascertaining the shareholding structure of our Company prior to the [REDACTED]), our Company had at least 300 public Shareholders and the shareholding structure of our Company was as follows:

	Number of Shares held <i>(Note 1)</i>	Approximate percentage of shareholding to our Company’s issued share capital
<b>Controlling Shareholders</b>	[REDACTED]	[REDACTED]
<b>Top 29 Shareholders (excluding our Controlling Shareholders)</b>		
— Top 1 Shareholder <i>(Note 2)</i>	[REDACTED]	[REDACTED]
— Top 2 to 3 Shareholders <i>(Note 2)</i>	[REDACTED]	[REDACTED]
— Top 4 to 5 Shareholders <i>(Note 2)</i>	[REDACTED]	[REDACTED]
— Top 6 to 10 Shareholders <i>(Note 2)</i>	[REDACTED]	[REDACTED]
— Top 11 to 20 Shareholders <i>(Note 2)</i>	[REDACTED]	[REDACTED]
— Top 21 to 25 Shareholders <i>(Note 2)</i>	[REDACTED]	[REDACTED]
— Top 26 to 29 Shareholders <i>(Note 2)</i>	[REDACTED]	[REDACTED]
 Subtotal	 [REDACTED]	 [REDACTED]
<b>Other Shareholders</b> <i>(Note 2)</i>	[REDACTED]	[REDACTED]
<b>Unidentified Shareholders</b> <i>(Note 3)</i>	[REDACTED]	[REDACTED]
<b>Total</b>	[REDACTED]	[REDACTED]

*Notes:*

1. In calculating the number of Shareholders, (i) Shareholders with the same names; (ii) Shareholders who holds Shares through multiple brokerage accounts via different brokerage firms would be deemed as one single beneficial Shareholder and the respective shareholdings will be aggregated in our shareholding distribution analysis.
2. To the best knowledge of our Directors who had made all reasonable enquiries, these Shareholders are all Independent Third Parties and are not financed directly or indirectly by nor are accustomed to taking instruction from our Company, our subsidiaries, our Directors, our senior management or any of their respective associates.
3. Represents the Shareholders who could not be identified from our public float enquiries.

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Our top 30 Shareholders (including our Controlling Shareholders) held in aggregate [REDACTED] Shares, representing approximately [REDACTED] of the entire issued share capital of our Company; and together with the [REDACTED] Shares held by unidentified Shareholders, they held in aggregate [REDACTED] Shares, representing approximately [REDACTED] of the entire issued share capital of our Company. Save for the interests disclosed in this document, our Controlling Shareholders and Substantial Shareholders are not and were not interested in any Shares through any person, entity, custodian, nominee and brokerage firm. Our Controlling Shareholders and Substantial Shareholders do not and did not hold any Shares on behalf of any person, entity, custodian, nominee and brokerage firm. Please refer to the section headed “Substantial Shareholders” in this document for further details in respect of the interests held by our Substantial Shareholders.