
SHARE CAPITAL

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The following table sets forth information with respect to the share capital of our Company immediately following completion of the [REDACTED] and the [REDACTED], without taking into account any Shares which may be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme:

Authorised Share Capital

<u>1,000,000,000</u>	Shares of US\$0.05 each	<u>US\$50,000,000</u>
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Shares issued and to be issued, fully paid or credited as fully paid upon completion of the [REDACTED] and the [REDACTED]:

1,000,000	Shares in issue as at the date of this document	US\$50,000
[REDACTED]	Shares to be issued under the [REDACTED]	US\$[REDACTED]
[REDACTED]	Shares to be issued under the [REDACTED] (excluding any Shares which may be issued under the [REDACTED] and any Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme)	US\$[REDACTED]
<u>[REDACTED]</u>	Shares in total	<u>US\$[REDACTED]</u>

Assuming the [REDACTED] is exercised in full, the issued share capital of our Company immediately following the completion of the [REDACTED] and the [REDACTED] will be increased by US\$[REDACTED] divided into [REDACTED] Shares to US\$[REDACTED] divided into [REDACTED] Shares.

ASSUMPTIONS

The above table assumes that the [REDACTED] and the [REDACTED] become unconditional and the issue of Shares pursuant thereto is made as described herein. The above table takes no account of any Shares which may be allotted and issued upon the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme, or of any Shares which may be allotted and issued or repurchased by our Company pursuant to the issuing mandate (“**Issuing Mandate**”) given to our Directors to allot and issue or repurchase Shares referred to in the paragraphs headed “General Mandate to Issue Shares” or “General Mandate to Repurchase Shares” below in this section, as the case may be.

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MINIMUM [REDACTED]

Pursuant to Rule 8.08(1) of the Listing Rules, at the time of [REDACTED] and at all times thereafter, our Company must maintain the “minimum prescribed percentage” of 25% of the total issued share capital of our Company in the hands of the public (as defined in the Listing Rules).

RANKING

The [REDACTED] and the Shares shall be ordinary shares and will rank *pari passu* in all respects with all other Shares now in issue or to be issued as mentioned in this document, and in particular, will be entitled to all dividends and other distributions hereafter declared, paid or made on the Shares after the date of this document save for any entitlement under the [REDACTED].

[REDACTED]

Pursuant to the resolutions of our Shareholders passed on [●], conditional upon the share premium account of our Company being credited as a result of the issue of the [REDACTED] by our Company under the [REDACTED], our Directors were authorised to allot and issue a total of [REDACTED] Shares to the holders of shares on the register of members of our Company in proportion to their respective shareholdings, credited as fully paid at par by way of capitalisation of the sum of US\$[REDACTED] standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares.

THE SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on [●]. The principal terms of the Share Option Scheme are summarised in the section headed “Statutory and General Information – 8. Share Option Scheme” in Appendix IV to this document.

Our Company 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

Conditional on the conditions as stated in the section headed “[REDACTED]” of this document being fulfilled, our Directors have been granted a general unconditional mandate to allot, issue and deal with the 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 requirements that the aggregate number of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders) shall not exceed:

- (i) 20% of the aggregate number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme); and
- (ii) the aggregate number of Shares repurchased pursuant to the authority granted to our Directors referred to in the paragraph headed “General Mandate to Repurchase Shares” in this section below.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or pursuant to the exercise of the options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until the earliest of:

- (a) the conclusion of our Company’s next annual general meeting;
- (b) the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of our Shareholders at a general meeting.

For further details of this general mandate, please refer to the section headed “Statutory and General Information – 1. Further information about our Company – (iv) Written Resolutions of our Shareholders passed on [●]” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the conditions as stated in the paragraph headed “[REDACTED]” of this document, our Directors have been granted a general unconditional mandate to exercise all the powers to repurchase Shares (Shares which may be [REDACTED] on Stock Exchange or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose) with a total number of not more than 10% of the aggregate number of Shares in issue

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or to be issued immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange or on any other approved stock exchange(s) on which our Shares are [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), and are made in accordance with all applicable laws, regulations and/or the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Statutory and General Information – 5. Share Repurchase Mandate – D. General” in Appendix IV to this document.

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

- (i) the conclusion of our Company’s next annual general meeting;
- (ii) the expiration of the period within which the next annual general meeting is required by the Articles of Association or the Companies Act or any other applicable law of the Cayman Islands to be held; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

For further details of this share repurchase mandate, please refer to the section headed “Statutory and General Information – 5. Share Repurchase Mandate – D. General” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of the 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 for under the articles of association of a company. Accordingly, our Company will hold general meetings as prescribed for under the Article of Association, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” set out in Appendix III to this document.