

SHARE CAPITAL

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The authorised and issued share capital of our Company fully paid up or credited as fully paid up immediately following the completion of the [REDACTED] and the Capitalisation Issue (without taking into account any Shares that may be allotted and issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme) are as follows:

Authorised share capital:	<i>HK\$</i>
<u>10,000,000,000</u> Shares	<u>100,000,000</u>
 Shares in issue or to be issued, fully paid or credited as fully paid:	
1,000 Share in issue as at the date of this document	10
[REDACTED] [REDACTED] to be issued pursuant to the Capitalisation Issue (including [REDACTED]) (<i>Note</i>)	[REDACTED]
[REDACTED] [REDACTED] to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Total Shares	<u>[REDACTED]</u>

Note: Pursuant to the written resolutions of all our then Shareholders passed on [•], conditional upon the share premium account of our Company being credited as a result of the allotment and issue of [REDACTED] pursuant to the [REDACTED], our Directors were authorised to capitalise the amount of HK\$[REDACTED] standing to the credit of the share premium account of our Company and to apply such sum in paying up in full at par a total of [REDACTED] (including [REDACTED]) for allotment and issue to our then existing Shareholders registered as such at the close of business on [•], in proportion to their then respective existing shareholding in our Company.

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional and the issue of Shares pursuant to the [REDACTED] and the Capitalisation Issue are made. It takes no account of any Shares that may be allotted and issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme or any Shares which may be issued or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

SHARE CAPITAL

MINIMUM PUBLIC FLOAT

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

RANKINGS

The [REDACTED] will be ordinary shares in the share capital of our Company and will rank *pari passu* 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 our Shares in respect of a record date which falls after the date of this document save for the entitlement under the Capitalisation Issue.

CAPITALISATION ISSUE

Pursuant to the written resolutions of all our then Shareholders passed on [•], conditional upon the share premium account of our Company being credited as a result of the [REDACTED] and issue of [REDACTED] pursuant to the [REDACTED], our Directors were authorised to allot and issue a total of [REDACTED] (including [REDACTED]) to our then existing Shareholders registered as such at the close of business on [•], in proportion to their then respective existing shareholding in our Company, credited as fully paid at par, by way of capitalisation of the sum of HK\$[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 Shares in issue (save for the right to participate in the Capitalisation Issue).

SHARE OPTION SCHEME

Pursuant to the written resolutions of all our then Shareholders passed on [•], our Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the paragraph headed “E. Share Option Scheme” in Appendix V to this document.

SHARE CAPITAL

GENERAL MANDATE TO ALLOT AND ISSUE SHARES

Conditional on the conditions as stated in the section headed "Structure and conditions of the [REDACTED]" of this document being fulfilled, our Directors have been granted a general unconditional mandate to, among others, allot, issue and deal with Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted and issued or dealt with subject to the requirement that the aggregate number of Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a rights issue, scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders in general meeting) shall not exceed:

- (a) 20% of the aggregate number of Shares in issue immediately following the completion of the [REDACTED] and the Capitalisation Issue (excluding Shares that may be allotted and issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme); and
- (b) the aggregate number of Shares repurchased pursuant to the authority granted to our Directors as referred to in the paragraph headed "General mandate to repurchase Shares" in this section below.

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

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the date by which the next annual general meeting of our Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by our Shareholders in general meeting revoking or varying or renewing the authority given to our Directors,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed "A. Further information about our Company – 4. Written resolutions of our Shareholders" in Appendix V to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the conditions as stated in the section headed "Structure and Conditions of the [REDACTED]" of this document being fulfilled, our Directors have been granted a general mandate to exercise all powers of our Company to purchase on the Stock Exchange or on any other stock exchange(s) on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares not exceeding 10% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] and the Capitalisation Issue (excluding Shares that may be allotted and

SHARE CAPITAL

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 stock exchange(s) on which the Shares are listed and which is recognised by the SFC and the Stock Exchange for this purpose, and such repurchases are made in accordance with all applicable laws and the requirements of the Listing Rules.

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

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the date by which the next annual general meeting of our Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by our Shareholders in general meeting revoking or varying or renewing the authority given to our Directors,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed "A. Further information about our Company – 6. Repurchase by our Company of our own securities" in Appendix V to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Companies Act and the terms of the Memorandum and Articles of Association, our Company may from time to time by ordinary resolution of our Shareholders (i) increase our share capital; (ii) consolidate our capital into shares of larger amount; (iii) divide our Shares into several classes; (iv) subdivide Shares into shares of smaller amount; and (v) cancel any Shares which have not been taken. In addition, our Company may, subject to the provisions of the Companies Act, reduce the share capital or capital redemption reserve by our Shareholders passing a special resolution. For further details, please refer to the paragraph headed "2. Articles of Association – (a) Shares – (iii) Alteration of capital" in Appendix IV to this document.

Pursuant to the Companies Act and the terms of the Memorandum and Articles of Association, all or any of the special rights attached to our Shares or any class of shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. For further details, please refer to the paragraph headed "2. Articles of Association – (a) Shares – (ii) Variation of rights of existing shares or classes of shares" in Appendix IV to this document.