
SHARE CAPITAL

SHARE CAPITAL

The tables below set forth information with respect to the share capital of our Company after the completion of the Capitalisation Issue and the Share Offer.

<i>Authorised share capital:</i>	<i>HK\$</i>
10,000,000,000 Shares of HK\$0.01 each	100,000,000

Assuming the Over-allotment Option is not exercised and without taking into account any Share that may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme, our Company's issued share capital immediately after the completion of the Capitalisation Issue and the Share Offer will be as follows:

<i>Shares</i>	<i>HK\$</i>
1 Share in issue as at the Latest Practicable Date	0.01
1,499,999,999 Shares to be issued pursuant to the Capitalisation Issue	14,999,999.99
500,000,000 Shares to be issued pursuant to the Share Offer	5,000,000
2,000,000,000 Shares in total	20,000,000

Assuming the Over-allotment Option is exercised in full and without taking into account any Share that may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme, the issued share capital of our Company immediately after the completion of the Capitalisation Issue and the Share Offer will be as follows:

<i>Shares</i>	<i>HK\$</i>
1 Share in issue as at the Latest Practicable Date	0.01
1,499,999,999 Shares to be issued pursuant to the Capitalisation Issue	14,999,999.99
500,000,000 Shares to be issued pursuant to the Share Offer	5,000,000
75,000,000 Shares to be issued upon exercise of the Over-allotment Option	750,000
2,075,000,000 Shares in total	20,750,000

ASSUMPTIONS

The above tables assume that the Share Offer becomes unconditional and Shares are issued pursuant to the Share Offer. It does not take into account of any Share that may be issued or repurchased by our Company 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)(a) of the Listing Rules, at the time of Listing and at all times thereafter, our Company must maintain the minimum prescribed percentage of at least 25% of the total number of issued Shares in the hands of the public.

RANKING

The Offer Shares are ordinary Shares and will rank equally with all Shares in issue or to be issued as mentioned in this prospectus and will qualify for all dividends or other distributions declared, paid or made on our Shares in respect of a record date which falls after the date of this prospectus save for the entitlement under the Capitalisation Issue.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the paragraph headed “D. Share Option Scheme” in Appendix V to this prospectus.

Our Company did not have any outstanding share option, warrant, convertible instrument or similar right convertible into our Shares as at the Latest Practicable Date.

GENERAL MANDATE TO ISSUE SHARES

Subject to the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares in aggregate not exceeding:

- (a) 20% of the total number of Shares in issue immediately after the completion of the Capitalisation Issue and the Share Offer (assuming the Over-allotment Option is not exercised and without taking into account any Share that may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme); and
- (b) the aggregate number of issued Shares which may be repurchased by our Company (if any) under the mandate to repurchase Shares referred to below.

Our Directors may, in addition to the Shares which they are authorised to issue under the general mandate, allot, issue and deal in the Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of the subscription rights attaching to any warrant of our Company, scrip dividends or similar arrangements or options providing for the allotment and issue of Shares in lieu of the whole or in any part of any cash dividends or options to be granted under the Share Option Scheme and any option scheme(s) or similar arrangement for the time being adopted.

SHARE CAPITAL

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

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

Further details of this general mandate are set out in the paragraph headed “A. Further Information about our Group — 5. Written resolutions of our sole Shareholder passed on 5 February 2024” in Appendix V to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Share Offer becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all powers of our Company to repurchase, on the Stock Exchange and/or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose in accordance with applicable laws and requirements of the Stock Exchange (or of such other stock exchange), Shares in the number not exceeding 10% of the total number of Shares in issue immediately after the completion of the Capitalisation Issue and the Share Offer (assuming the Over-allotment Option is not exercised and without taking into account any Share that may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme).

This general mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose in accordance with the applicable laws and requirements of the Stock Exchange (or such other stock exchange). A summary of the relevant Listing Rules is set out in the paragraph headed “A. Further information about our Group — 6. Repurchase of our Shares” in Appendix V to this prospectus.

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

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

SHARE CAPITAL

Further details of this repurchase mandate are set out in the paragraph headed “A. Further information about our Group — 6. Repurchase of our Shares” in Appendix V to this prospectus.

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 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 Appendix IV to this prospectus.