

SHARE CAPITAL

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The following is a summary of the authorised and issued share capital of our Company as at the date of this document and immediately after completion of the [REDACTED] and the [REDACTED]:

	US\$
<i>Authorised share capital</i>	
<u>5,000,000,000</u> Shares of US\$0.001 each par value	<u>5,000,000</u>
<i>Issued share capital</i>	
<u>20,000,000</u> Shares in issue as at the date of this document	<u>20,000</u>
<i>Shares to be issued</i>	
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<i>Total issued shares on completion of the [REDACTED]</i>	
<u>[REDACTED]</u> Shares	<u>[REDACTED]</u>

If the [REDACTED] is exercised in full, [REDACTED] additional Shares will be issued, resulting in a total enlarged issued share capital of US\$[REDACTED] divided into [REDACTED] Shares of US\$0.001 each.

ASSUMPTIONS

The above table assumes that the [REDACTED] and the [REDACTED] become unconditional and the issue of Shares pursuant to the [REDACTED] and the [REDACTED] are made. It does not take into account of any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or any options that may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by our Company under the general mandates granted to our Directors to issue or repurchase Shares as referred to in "General mandate to issue Shares" and "General mandate to repurchase Shares" in this section, as the case may be.

MINIMUM PUBLIC FLOAT

According to Rule 8.08 of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, at least 25% of the total issued share capital of our Company shall be held by the public (as defined in the Listing Rules).

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RANKING

The [REDACTED] will be ordinary shares in the share capital of our Company and will rank *pari passu* in all respects with all Shares currently in issue or to be issued as mentioned in this document and, will qualify for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this document other than entitlement under the [REDACTED].

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on 21 February 2024. Under the Share Option Scheme, the eligible participants of the scheme, including Directors, employees our Company, advisers, consultants, customers, suppliers and agents of our Company or our subsidiaries may be granted options which entitle them to subscribe for Shares, when aggregated with options granted under any other scheme, representing initially not more than 10% of the Shares in issue on the [REDACTED]. For further details of the rules of the Share Option Scheme, see “D. Other information — 1. Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

Conditional upon the conditions as stated in “Structure of the [REDACTED] — Conditions of the [REDACTED]” of this document, our Directors have been granted a general unconditional mandate to allot, issue and deal with 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 requirement that the total number of 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 the Shareholders) shall not exceed the aggregate of:

- (i) 20% of the total issued number of the Shares in issue immediately following the completion of the [REDACTED] and [REDACTED] (without taking into account of 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 total number of Shares repurchased by our Company pursuant to the authority granted to our Directors referred to in “General mandate to repurchase Shares” in this section.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or pursuant to the exercise of any option which may be granted under the Share Option Scheme. This mandate will remain in effect until whichever is 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 by the Articles of Association or any other applicable laws of the Cayman Islands to be held; or

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- (iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

For further details of this general mandate to allot and issue or deal with shares, see “A. Further information about our Company — 3. Resolutions in writing of the Shareholders” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase such number of Shares as will represent not more than 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account of any Shares which may be allotted and 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 on which the Shares may be [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in “A. Further information about our Company — 6. Repurchase of the Shares by our Company” in Appendix IV to this document.

This mandate will remain in effect until whichever is 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 by the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

For further details of this general mandate to repurchase shares, see “A. Further information about our Company — 3. Resolutions in writing of the Shareholders” and “A. Further information about our Company — 6. Repurchase of the Shares by our Company” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING OF OUR COMPANY IS REQUIRED

The circumstances under which a meeting is required are provided in the Articles, a summary of which is set out in Appendix III to this document.