

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 Capitalisation Issue:

Number

Authorised share capital: *HK\$*

<u>[5,000,000,000]</u> Shares	<u>[5,000,000]</u>
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Issued and to be issued and fully paid or credited as fully paid:

200	Shares in issue as at the date of this document	0.2
[REDACTED]	Shares to be issued pursuant to the Capitalisation Issue	[REDACTED]
<u>[REDACTED]</u>	Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Total <i>(Note)</i>	<u>[REDACTED]</u>

Note: The share capital of our Company will be enlarged by up to an additional [REDACTED] Shares in the event that the [REDACTED] is exercised in full.

The above table assumes the [REDACTED] becomes unconditional and the issue of Shares pursuant to the [REDACTED] is made as described herein. It does not take into account any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme or the [REDACTED] or of 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.

MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1)(a) 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 number of issued Shares of our Company in the hands of the public (as defined in the Listing Rules).

RANKING

The [REDACTED] and the Shares which may be issued under the [REDACTED] or upon the exercise of any options which may be granted under the Share Option Scheme will rank equally with all of the Shares now in issue or to be issued, and will qualify for all dividends or other distributions declared, made or paid on the Shares after the date of this document, except for entitlement under the Capitalisation Issue.

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SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the paragraph headed “Statutory and General Information — 3. Further information about our Directors and substantial Shareholders — 3.5. Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted the [REDACTED] to allot, issue and deal in a total number of Shares of not more than the aggregate of:

- (i) 20% of the total number of Shares in issue immediately following completion of the Capitalisation Issue and the [REDACTED], but excluding any Shares which may be issued upon the exercise of the [REDACTED] and any option that may be granted under the Share Option Scheme; and
- (ii) the total number of our Shares repurchased by our Company (if any) pursuant to the Repurchase Mandate.

The [REDACTED] does not apply to situations where our Directors allot, issue or deal in Shares by way of a rights issue, scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or in part of any dividend in accordance with the Articles, or pursuant to the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares, or pursuant to the exercise of any options that may be granted under the Share Option Scheme, or under the [REDACTED] or the Capitalisation Issue or upon the exercise of the [REDACTED]. Our Directors may, in addition to the Shares which they are authorised to issue under the [REDACTED], allot, issue and deal in Shares pursuant to a rights issue, the exercise of subscription rights attaching to any warrants of our Company, scrip dividends or similar arrangements or the exercise of any options that may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted.

The [REDACTED] will expire upon the earliest occurrence of any of the following:

- at the conclusion of our next annual general meeting;
- on the date by which our next annual general meeting is required by the Articles or any applicable laws to be held; or
- when the authority given to our Directors is revoked or varied by an ordinary resolution passed by our Shareholders in general meeting.

For further details of the [REDACTED], please refer to the paragraph headed “Statutory and General Information — 1. Further information about our Group — 1.3. Resolutions in writing of our sole Shareholder passed on [•] 2024” in Appendix IV to this document.

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GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted the Repurchase Mandate to exercise all the powers of our Company to repurchase Shares with an aggregate number of Shares of not more than 10% of the total number of Shares in issue immediately following completion of the Capitalisation Issue and the [REDACTED], but excluding any Shares that may be issued upon the exercise of the [REDACTED] and any option that may be granted under the Share Option Scheme.

The Repurchase Mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are [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 Listing Rules. A summary of the relevant requirements under the Listing Rules is set out in the paragraph headed “Statutory and General Information — 1. Further information about our Group — 1.7. Repurchases by our Company of our own securities” in Appendix IV to this document.

The Repurchase Mandate will expire upon the earliest occurrence of any of the following:

- at the conclusion of our next annual general meeting;
- on the date by which our next annual general meeting is required by the Articles or any applicable laws to be held; or
- when the authority given to our Directors is revoked or varied by an ordinary resolution passed by our Shareholders in general meeting.

For further details of the Repurchase Mandate, please refer to the paragraph headed “Statutory and General Information — 1. Further information about our Group — 1.3. Resolutions in writing of our sole Shareholder passed on [•] 2024” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has only one class of shares, namely ordinary Shares, each of which ranks *pari passu* with the other Shares. The circumstances under which general meetings are required are provided in the Articles. Detailed information on the Articles is set forth in the section headed “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document.