
SHARE CAPITAL

Assuming the Over-allotment Option is not exercised (and without taking into account of Shares to be issued and allotted pursuant to the exercise of any options to be granted under the Share Option Scheme), the authorised and issued share capital of our Company will be as follows:

Authorised

	HK\$
1,000,000,000 Shares	10,000,000

Issued and to be issued, fully paid or credited as fully paid:

10	Shares in issue as at the date of this prospectus	0.1
224,999,990	Shares to be issued under the Capitalisation Issue	2,249,999.9
75,000,000	Shares to be issued under the Global Offering (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option)	750,000
300,000,000	Shares in issue immediately upon Listing	3,000,000

Assuming the Over-allotment Option is exercised (but without taking into account of Share to be issued and allotted pursuant to the exercise of any options that may be granted under Share Option Scheme), the authorised and issued share capital of our Company will be as follows:

Authorised

	HK\$
1,000,000,000 Shares	10,000,000

Issued and to be issued, fully paid or credited as fully paid:

10	Shares in issue as at the date of this prospectus	0.1
224,999,990	Shares to be issued under the Capitalisation Issue	2,249,999.9
75,000,000	Shares to be issued under the Global Offering (excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option)	750,000
11,250,000	Shares to be issued upon exercise of the Over-allotment Option in full	112,500
311,250,000	Shares in issue immediately upon Listing	3,112,500

ASSUMPTIONS

The above tables assume that the Global Offering becomes unconditional and the issue of Shares pursuant thereto is made as described therein.

SHARE CAPITAL

The above tables, however, take no account of any Shares which may be issued and allotted by our Company pursuant to the Over-allotment Option or the exercise of any options that may be granted under the Share Option Scheme and of any Shares which may be issued and allotted or repurchased by our Company under the general mandates for the issue and allotment or repurchase of Shares granted to our Directors as referred to below.

The minimum level of public float to be maintained by our Company after Listing is 25% of the issued capital of our Company.

RANKING

The Offer Shares and our Shares that may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which may be granted under the Share Option Scheme will rank *pari passu* in all respects with all other existing Shares in issue as mentioned in this prospectus, and in particular, will be entitled to all dividends and other distributions hereafter declared, paid or made on our Shares after the date of this prospectus save for entitlements under the Capitalisation Issue.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Companies Law and the terms of our Articles, our Company may from time to time by ordinary resolution of our Shareholders (1) increase our capital; (2) consolidate and divide our capital into Shares of larger amount; (3) divided our Shares into several classes; (4) subdivide our Shares into Shares of smaller amount; and (5) cancel any Shares which have not been taken. In addition, our Company may subject to the Companies Law reduce our 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 — (iii) Alteration of capital” in Appendix V to this prospectus.

Pursuant to the Companies Law and the terms of our Articles, all or any of the special rights attached to our Shares or 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 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 — (ii) Variation of rights of existing shares or classes of shares” in Appendix V to this prospectus.

Other than the circumstances above, certain corporate actions may require the approval of our Shareholders, which would be obtained in a general meeting. For further details, please refer to the paragraph headed “2. Articles of Association” in Appendix V to this prospectus.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on 19 February 2020. Under the Share Option Scheme, the eligible participants of the scheme, including directors, full-time employees of and advisers and consultants to 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 Listing Date. Further details of the rules of the Share Option Scheme are set out in the paragraph headed “Other information — 12. Share Option Scheme” in Appendix VI to this prospectus.

SHARE CAPITAL

GENERAL MANDATE TO ISSUE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to issue, allot and deal with Shares with a total nominal value of not more than the sum of:

- i. 20% of the total number of Shares in issue immediately following completion of the Global Offering but excluding any Shares that may fall to be issued under the Over-allotment Option or the exercise of any options which may be granted under the Share options Scheme; and
- ii. the total number of Shares repurchased by our Company (if any) pursuant to the repurchase mandate (as referred to below).

The issue and allotment of Shares under a rights issue or pursuant to the exercise of any subscription rights, warrants which may be issued by our Company from time to time, scrip dividend scheme or similar arrangement providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, or on the exercise of the Over-allotment Option or options granted under the Share Option Scheme do not generally require the approval of shareholders of our Company in general meeting and the aggregate nominal amount of Shares which our Directors are authorised to allot and issue pursuant to this mandate will not be reduced by the issue and allotment of such Shares.

This mandate will expire at:

- the conclusion of our next annual general meeting;
- the expiration of the period within which our next general meeting is required by the Articles or any applicable laws to be held; and
- the date on which such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed “Further information about our Group — 3. Resolutions of our Shareholders” in Appendix VI to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total number of not more than 10% of the total number of Shares in issue immediately following completion of the Global Offering, but excluding Shares that may fall to be issued under the Over-allotment Option or the exercise of 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

SHARE CAPITAL

on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Further information about our Group — 6. Repurchase by our Company of our own securities” in Appendix VI to this prospectus.

This mandate will expire at:

- the conclusion of our next general meeting;
- the expiration of the period within which our next annual meeting is required by the Articles or any applicable laws to be held; and
- the date on which such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

For further details of this general mandate, please refer to the paragraph headed “Further information about our Group — 3. Resolutions of our Shareholders” in Appendix VI to this prospectus.