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## SHARE CAPITAL

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The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid prior to and immediately following the completion of the [REDACTED] and the [REDACTED]:

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>[REDACTED]</u> Shares of HK\$0.001 each	<u>[REDACTED]</u>
<i>Issued and to be issued, fully paid or credited as fully paid:</i>	
[REDACTED] Shares in issue as at the date of this document	[REDACTED]
[REDACTED] New Shares to be allotted and issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] New Shares to be allotted and issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Shares in total	<u>[REDACTED]</u>

### ASSUMPTIONS

The table as shown above assumes the [REDACTED] becoming unconditional and the allotment and issue of Shares pursuant thereto and under the [REDACTED] is made as described herein. It does not take into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and the exercise of any options which may be granted under the Share Option Scheme and any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandate given to our Directors to allot and issue or repurchase Shares referred to in the paragraphs headed “General Mandate to Issue Shares” or “General Mandate to Repurchase Shares” in this section, as the case may be.

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of the [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of [REDACTED] of the total issued share capital of our Company in the hands of the public (as defined in the GEM Listing Rules).

### RANKING

The [REDACTED] will be ordinary shares of our Company and will rank *pari passu* in all respects with all the Shares in issue or to be issued as mentioned in this document and will qualify for all dividends and other distributions declared, paid or made on the Shares in respect

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of a record date which falls after the [REDACTED] (except for the entitlement under the [REDACTED]).

### 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 IV to this document.

### GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions as stated in the section headed "Structure and Conditions of the [REDACTED] – Conditions of the [REDACTED]" in this document being fulfilled, 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 our Shareholders) shall not exceed:

- (a) 20% 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 by our Company pursuant to the exercise of the [REDACTED] and the exercise of any options which may be granted under the Share Option Scheme); and
- (b) the total 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.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or upon the exercise of any options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until:

- (a) the conclusion of our Company's next annual general meeting;
- (b) the expiration of the period within which our Company's next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles of Association; or
- (c) the time when such mandate is revoked, varied or renewed by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

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For further details of this general mandate, please refer to the paragraph headed "A. Further information about our Group – 3. Written resolutions of the Shareholders dated [•]" in Appendix IV to this document.

### **GENERAL MANDATE TO REPURCHASE SHARES**

Subject to the conditions set forth in the section headed "Structure and Conditions of the [REDACTED]" in this document being fulfilled, our Directors have been granted a general mandate to exercise all the powers of our Company to purchase on GEM 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, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED] (without taking into account of any Shares which may be allotted and issued by our Company pursuant to the exercise of the [REDACTED] and the exercise of any options which may be granted under the Share Option Scheme).

For further details of this general mandate, please refer to the paragraph headed "A. Further information about our Group – 6. Repurchase by our Company of its own securities" in Appendix IV 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 the Articles of Association, our Company may from time to time by ordinary resolution of shareholders (i) increase its share capital, (ii) consolidate and divide its capital into shares of larger amount, (iii) divide its Shares into several classes, (iv) subdivide its 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 III to this document.

Pursuant to the Companies Act and the terms of the Memorandum and the Articles of Association, all or any of the special rights attached to the 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 III to this document.