
SHARE CAPITAL

SHARE CAPITAL OF OUR COMPANY

The following is a description of the authorised and issued share capital of our Company as at the date of this document and shares issued or to be issued as fully paid or credited as fully paid immediately following the completion of the [REDACTED] and the [REDACTED]:

Authorised share capital:	Approximate aggregate nominal value HK\$
[1,000,000,000] Shares of par value of HK\$0.001 each	[1,000,000.00]
Shares issued or to be issued, fully paid or credited as fully paid:	
[REDACTED] Shares in issue as at the date of this document	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Shares to be issued under the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

Assumptions

The above table assumes that the [REDACTED] has become unconditional and the Shares are issued pursuant to the [REDACTED] and the [REDACTED]. It takes no account of any Shares which may be issued and allotted upon exercise of any options which may be granted under the [REDACTED] Share Option Scheme or which may be issued and allotted or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

RANKING

Our Company has only one class of shares, namely ordinary shares, each of which ranks *pari passu* with the other shares. The [REDACTED] will carry the same rights as all Shares in issue or to be issued and, in particular, will qualify for all dividends or other distributions declared, made or paid after the date of this document (save for entitlements to the [REDACTED]).

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of our Memorandum of Association and our Articles of Association, our Company may from time to time by ordinary resolution of shareholders (i) increase its capital; (ii) consolidate and divide our capital into Shares of larger amount; (iii) divide our Shares into several classes; (iv) subdivide our Shares into Shares of smaller amount; and (v) cancel any Shares which have

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not been taken. In addition, our Company may subject to the provisions of the Cayman Companies Act reduce our share capital by special resolution of shareholders. For details, see “2. Articles of Association — (a) Shares — (iii) Alteration of capital” in Appendix IV to this document.

Pursuant to the Cayman Companies Act and the terms of our Memorandum of Association and our Articles of Association, all or any of the special rights attached to our 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 in that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares in that class. For details, see “2. Articles of Association — (a) Shares — (ii) Variation of rights of existing shares or classes of shares” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to issue and allot Shares and sell and/or transfer our treasury shares, particulars of which are set out in “A. Further Information about Our Group — 5. Resolutions passed in extraordinary general meeting of our Shareholders” in Appendix V to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to repurchase Shares, particulars of which are set out in “A. Further Information about Our Group — 5. Resolutions passed in extraordinary general meeting of our Shareholders” and “A. Further Information about Our Group — 6. Repurchase of our own securities” in Appendix V to this document.

[REDACTED] SHARE OPTION SCHEME

Our Company has conditionally approved and adopted the [REDACTED] Share Option Scheme, particulars of which are set out in “D. [REDACTED] Share Option Scheme” in Appendix V to this document.

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, we must maintain the minimum prescribed percentage of at least [REDACTED]% of our total issue share capital (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules from time to time) in the hands of the public (as defined in the GEM Listing Rules).