
SHARE CAPITAL

The following is a description of the authorised and issued share capital of the Company in issue and to be issued as fully paid or credited as fully paid immediately before and following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme):

	<u>Nominal value</u> (HK\$)
<i>Authorised share capital:</i>	
1,000,000,000 Shares of HK\$0.1 each.	100,000,000
<i>Issued and to be issued, fully paid or credited as fully paid:</i>	
1,011,251 Shares in issue as of the date of this document	101,125.1
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]
[REDACTED] Shares in total	[REDACTED]

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional and the issue of Shares pursuant to the [REDACTED] and the [REDACTED] are made. It takes no account of any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or any option which may be granted under the Share Option Scheme or any Shares which may be issued or bought back by the Company pursuant to the general mandates granted to the Directors to issue or buy back Shares as described below.

RANKINGS

The [REDACTED] will be ordinary shares in the share capital of the Company and will carry the same rights in all respects with all Shares in issue or to be issued as mentioned in this document and, in particular, will rank in full 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 save for the entitlement under the [REDACTED].

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 the Company shall be held by the public (as defined in the Listing Rules).

SHARE CAPITAL

As each of Rui Da BVI (which is wholly-owned by Rui Da Xin Tao), Shu Zhi Cayman (which is wholly-owned by Shu Zhi Shen Kong), Ying Hua BVI (which is wholly-owned by Ying Hua Investment), You Po BVI (which is wholly-owned by You Po Investment) and Ms. Yeung will hold less than 10% of the total issued share capital of the Company immediately following the completion of the [REDACTED] and the [REDACTED] and each of them is independent from and not connected with each other, they will not be considered as a substantial shareholder of the Company upon completion of the [REDACTED] and the [REDACTED]. Accordingly, the Shares held by each of Rui Da BVI, Shu Zhi Cayman, Ying Hua BVI, You Po BVI and Ms. Yeung shall be considered as part of the public float for the purpose of Rule 8.08 of the Listing Rules. Approximately 32.4% of the total issued capital of the Company upon the [REDACTED] will be held by the public (as defined in the Listing Rules).

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in “Statutory and General Information – D. Share Option Scheme” in Appendix V to this document.

GENERAL MANDATE TO ALLOT AND ISSUE NEW SHARES

Subject to the [REDACTED] becoming unconditional, the Directors have been granted a general mandate to allot, issue and deal with Shares in the share capital of the Company with a total number of issued shares of not more than the sum of:

- (1) 20% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding 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); and
- (2) the total number of Shares bought back by the Company (if any) pursuant to the general mandate to buy back Shares granted to the Directors referred to below.

The Directors may, in addition to the Shares which they are authorised to issue under this general mandate, allot, issue or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement or on the exercise of any options which may be granted under the Share Option Scheme.

This general mandate will remain in effect until the earliest of:

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

Further information on this general mandate is set out in “Statutory and General Information – A. Further Information about The Company – 5. Written resolutions of the Shareholders passed on 17 June 2024” in Appendix V to this document.

SHARE CAPITAL

GENERAL MANDATE TO BUYBACK SHARES

Subject to the [REDACTED] becoming unconditional, the Directors have been granted a general mandate to exercise all the powers of the Company to buy back Shares with a total number of Shares of not more than 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding 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 buybacks made on the Stock Exchange or any other stock exchange 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 "Statutory and General Information – A. Further Information about The Company – 7. Buyback by the Company of its own securities" in Appendix V to this document.

This general mandate will remain in effect until the earliest of:

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

Further information on this general mandate is set out in "Statutory and General Information – A. Further Information about The Company – 5. Written resolutions of the Shareholders passed on 17 June 2024" in Appendix V to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

The Company has only one class of Shares, namely ordinary shares, each of which carries the same rights as the other Shares.

As a matter of the Cayman Islands Companies Act, an exempted company is not required by law to hold any general meeting or class meeting. The holding of general meeting or class meeting is prescribed under the articles of association of a company. Accordingly, the Company will hold general meetings as prescribed under the Articles, a summary of which is set out in "Summary of the constitution of the Company and Cayman Islands Companies Act" in Appendix IV to this document.