
SHARE CAPITAL

The tables below set forth information with respect to the share capital of our Company after the completion of the [REDACTED] and the [REDACTED].

Authorised share capital:

[REDACTED] Shares of HK\$0.01 each

HK\$

[REDACTED]

Assuming the [REDACTED] is not exercised and without taking into account any options that may be granted under the Share Option Scheme and any Shares that may be granted under the Share Award Scheme, our Company's issued share capital immediately after the completion of the [REDACTED] and the [REDACTED] will be as follows:

<i>Shares</i>		<i>HK\$</i>
1,000	Share in issue as at the Latest Practicable Date	10
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	<u>Shares to be issued pursuant to the [REDACTED]</u>	<u>[REDACTED]</u>
<u>[REDACTED]</u>	<u>Shares in total</u>	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full and without taking into account without taking into account any options that may be granted under the Share Option Scheme and any Shares that may be granted under the Share Award Scheme, the issued share capital of our Company immediately after the completion of the [REDACTED] and the [REDACTED] will be as follows:

<i>Shares</i>		<i>HK\$</i>
1,000	Share in issue as at the Latest Practicable Date	10
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	<u>Shares to be issued upon exercise of the [REDACTED]</u>	<u>[REDACTED]</u>
<u>[REDACTED]</u>	<u>Shares in total</u>	<u>[REDACTED]</u>

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ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and Shares are issued pursuant to the [REDACTED] and the [REDACTED]. It does not take into account of any Share that may be issued or repurchased by our Company pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

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 at least [REDACTED]% of the total number of issued Shares in the hands of the public (as defined in the Listing Rules).

RANKING

The [REDACTED] are ordinary Shares and will rank equally with all Shares in issue or to be issued as mentioned in this document and will qualify for all dividends or other distributions declared, paid or made on our Shares in respect of a record date which falls after the date of this document save for the entitlement under the [REDACTED].

SHARE INCENTIVE SCHEMES

Our Company [has conditionally adopted] the Share Incentive Schemes. The principal terms of the Share Incentive Schemes are summarised in the paragraph headed "D. Share Incentive Schemes" in Appendix IV to this document.

Our Company did not have any outstanding share option, warrant, convertible instrument or similar right convertible into our Shares as at the Latest Practicable Date.

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GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued), otherwise than by way of rights issue, scrip dividend schemes or similar arrangements providing for allotment and issue of Shares in lieu of the whole or in part of any cash dividend in accordance with the Articles, or pursuant to, or in consequence of, the [REDACTED], the [REDACTED], the exercise of the [REDACTED], any options that may be granted under the Share Option Scheme or any Shares that may be granted under the Share Award Scheme, Shares in aggregate not exceeding:

- (a) 20% of the total number of Shares in issue (excluding treasury shares) immediately after the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any options that may be granted under the Share Option Scheme and any Shares that may be granted under the Share Award Scheme); and
- (b) the total number of Shares which may be purchased by our Company pursuant to the authority granted to our Directors referred to below.

This general mandate to issue Shares will remain in effect until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of our Company;
- (b) the date by which our next annual general meeting is required by the Articles or any applicable law(s) to be held; or
- (c) the passing of an ordinary resolution of our Shareholders in a general meeting revoking, renewing or varying the mandate given to our Directors.

Further details of this general mandate are set out in the paragraph headed “A. Further Information about our Group — 5. Written resolutions of our sole Shareholder passed on [•]” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all powers of our Company to repurchase, on the Stock Exchange and/or on any other stock exchange on which the securities of our Company may be

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[REDACTED] and which is recognised by the SFC and the Stock Exchange for this purpose in accordance with all applicable laws and requirements of the Stock Exchange (or of such other stock exchange), Shares in aggregate not exceeding 10% of the total number of Shares in issue (excluding treasury shares) immediately after the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any options that may be granted under the Share Option Scheme and any Shares that may be granted under the Share Award Scheme).

This general mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose in accordance with the applicable laws and requirements of the Stock Exchange (or such other stock exchange). A summary of the relevant Listing Rules is set out in the paragraph headed “A. Further information about our Group — 6. Repurchase of our Shares” in Appendix IV to this document.

This general mandate to repurchase Shares will remain in effect until whichever is the earliest of:

- (a) the conclusion of our next annual general meeting of our Company; or
- (b) the date by which the next annual general meeting is required by the Articles or any applicable law(s) to be held; or
- (c) the passing of an ordinary resolution of our Shareholders in a general meeting revoking, renewing or varying the mandate given to our Directors.

Further details of this repurchase mandate are set out in the paragraph headed “A. Further information about our Group — 6. Repurchase of our Shares” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of the 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, our Company will hold general meetings as prescribed under the Articles, a summary of which is set out in Appendix III to this document.