

SHARE CAPITAL

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The share capital of our Company immediately following completion of the [REDACTED] and the [REDACTED] is set out in the table below. The table is prepared on the basis of the [REDACTED] becoming unconditional and the issue of the [REDACTED] pursuant thereto is made as described herein. It takes no account of any Shares which may be issued under exercise of the [REDACTED] or upon exercise of any options which may be granted under the Share Option Scheme or of any Shares which may be allotted and issued or repurchased by our Company under the general mandates for the allotment and issue or repurchase of Shares granted to the Directors as referred to below or otherwise:

	<i>Nominal value</i> <i>HK\$</i>
Authorized share capital:	
10,000,000,000 Shares of HK\$0.01 each	<u>100,000,000</u>
Issued, fully paid or credited as fully paid:	
100 Shares in issue as at the date of this document	1
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
Total	
[REDACTED] Shares in issue immediately following [REDACTED] and the [REDACTED] (excluding any Shares which may be issued under [REDACTED] and pursuant to the Share Option Scheme)	<u>[REDACTED]</u>

MINIMUM [REDACTED]

Pursuant to Rule 8.08 of the [REDACTED], at least 25% of the total issued share capital of our Company must at all times be held by the [REDACTED]. The [REDACTED] represent 25% of the issued share capital of our Company upon [REDACTED] (without taking into account of any Shares which may be issued under exercise of the [REDACTED]).

RANKING

The [REDACTED] will rank pari passu in all respects with all our Shares now in issue or to be allotted and issued as mentioned in this document and will qualify for all dividends or other distributions declared, made or paid on our Shares in respect of a record date which falls after the [REDACTED].

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, the major terms of which are set out in the section headed “Statutory and general information — Share Option Scheme” in Appendix V to this document.

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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 our Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such securities convertible into 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 aggregate nominal value of our 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:

- (i) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the [REDACTED] and the [REDACTED] (not including Shares which may be issued upon exercise of the [REDACTED] or pursuant to the exercise of options which may be granted under the Share Option Scheme); and
- (ii) The aggregate nominal value of the share capital of our Company repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares 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 pursuant to the exercise of the options which may be granted under the Share Option Scheme. This general mandate to issue Shares will remain in effect until the earliest of:

- (i) The conclusion of the next annual general meeting of our Company;
- (ii) The expiration of the period within which the next annual general meeting of our Company is required by the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (iii) The time when such mandate is revoked or varied by an ordinary resolution of our Shareholders at a general meeting.

For further details of this general mandate, please refer to the section headed “Statutory and general information — Further information about our Company — Written resolutions of our Shareholders passed on August 22, 2016” in Appendix V 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 the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of the share capital of our Company in issue following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] or pursuant to the exercise of the options which may be granted under the Share Option Scheme).

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This mandate only relates to repurchases made on the Main Board, or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognised by the SFC and the [REDACTED] for this purpose, and such repurchases are made in accordance with all applicable laws and the requirements of the [REDACTED]. A summary of the relevant [REDACTED] is set out in the section headed “Statutory and general information — Further information about our Company — Repurchase of our Shares by our Company” in Appendix V to this document.

The general mandate to issue and repurchase Shares will remain in effect until the earliest of:

- (i) The conclusion of the next general meeting of our Company;
- (ii) The expiration of the period within which the next annual general meeting of our Company is required by the Articles or the Companies Law or any other applicable law of the Cayman Islands to be held; or
- (iii) The time when such mandate is revoked or varied or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the section headed “Statutory and general information — Further information about our Company — Repurchase of our Shares by our Company” in Appendix V to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

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