

## SHARE CAPITAL

### AUTHORISED AND ISSUED SHARE CAPITAL

The authorised and issued share capital of our Company immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be allotted and issued by the Company pursuant to the exercise of any options which may be granted under the Share Option Scheme) will be as follows:

<i>Authorised share capital:</i>	<i>HK\$</i>
<u>5,000,000,000</u> Shares	<u>50,000,000</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] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u> Total issued Shares upon completion of the [REDACTED] and the [REDACTED]	<u>[REDACTED]</u>

### Assumptions

The above table assumes that the [REDACTED] and the [REDACTED] become unconditional and the issue of Shares pursuant thereto are made as described herein. It takes no account of any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme or 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.

### Minimum [REDACTED]

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 25% of the total issued share capital of our Company in the hands of the public (as defined in the GEM Listing Rules).

### Rankings

The [REDACTED] will rank equally with all Shares now in issue or to be allotted and issued and will qualify for all dividends or other distributions declared, made or paid after the date of this document save for the entitlements under the [REDACTED].

## SHARE CAPITAL

### General mandate to allot and issue Shares

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares not exceeding:

- (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 any options which may be granted under the Share Option Scheme); and
- (2) the total number of Shares repurchased by our Company (if any) pursuant to the general mandate to repurchase Shares granted to our Directors referred to below,

provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval herein as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

The allotment and issue of Shares under a rights issue, script dividend scheme or similar arrangement in accordance with the Articles or on the exercise of any options which may be granted under the Share Option Scheme do not generally require the approval of the Shareholders in general meeting and the total nominal value of the Shares which our Directors are authorised to allot and issue under this mandate will not be reduced by the allotment and issue of such Shares.

This general mandate will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company; or
- the date by which the next annual general meeting of our Company is required by the Articles or any laws applicable to our Company to be held; or
- when varied, revoked 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 "A. Further information about our Company — 3. Written resolutions of our Shareholders 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 the powers of our Company to repurchase Shares not exceeding 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any

## SHARE CAPITAL

Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme), provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to the approval herein as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

This mandate only relates to repurchases 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 all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed "6. Repurchases by our Company of our own securities" in the section headed "A. Further information about our Company" in Appendix IV to this document.

This general mandate to repurchase Shares will expire at the earliest of:

- (i) the conclusion of the next annual general meeting of our Company; or
- (ii) at the date by which the next annual general meeting of our Company is required by the any Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting.

For further details of this general mandate, please refer to the paragraphs headed "3. Written resolutions of our Shareholder passed on [●]" and "6. Repurchases by our Company of our own securities" in the section headed "A. Further information about our Company" in Appendix IV to this document.

### **Share Option Scheme**

Pursuant to the written resolutions of the Shareholders passed on [●], our Group conditionally adopted the Share Option Scheme. Summary of the principal terms of the Share Option Scheme are respectively set out in the section headed "D. Share Option Scheme" in Appendix IV to this document.

### **Circumstances under which general meeting and class meeting are required**

As a matter of the Companies Law, an exempted company is not required by law to hold any general meeting or class meeting. The holding of general meetings or class meetings 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 "Summary of the constitution of the Company and Cayman Islands company law" in Appendix III to this document.