

SHARE CAPITAL

Assuming the [REDACTED] becomes unconditional and without taking into account any Shares which may be allotted and issued upon the exercise of any options to be granted under the Share Option Scheme and the [REDACTED], the authorised and issued share capital of our Company immediately following the [REDACTED] and the [REDACTED] will be as follows:

	Nominal value HK\$
Authorised share capital:	
<u>1,000,000,000</u> Shares	<u>10,000,000.00</u>

Shares of HK\$0.01 each in issue and to be issued, fully paid or credited as fully paid:

	Nominal value HK\$
10 Shares in issue	0.10
[REDACTED] Shares to be issued upon completion of the [REDACTED] New Shares to be allotted and issued pursuant to the	[REDACTED]
<u>[REDACTED]</u> [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Shares in total	<u>[REDACTED]</u>

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 options which may be granted under the Share Option Scheme and the [REDACTED] or any Shares which may be issued or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

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, our Company must maintain the “minimum prescribed percentage” of 25% of the issued share capital of our Company in the hands of the public (as defined in the GEM Listing Rules).

RANKING

The [REDACTED] will be ordinary shares in the share capital of our Company and will rank *pari passu* 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 our Shares in respect of a record date which falls after the date of this document save for the entitlement under the [REDACTED].

SHARE CAPITAL

CIRCUMSTANCES WHERE GENERAL MEETING AND CLASS MEETING OF OUR COMPANY ARE REQUIRED

There are certain circumstances where annual general meetings or extraordinary general meetings of our Company are required under our Articles and the GEM Listing Rules. A general summary of such circumstances are set out below:

- an annual general meeting of our Company must be held each year, other than the year of adoption of the Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or a period of eighteen (18) months from the date of adoption of the Articles, unless a longer period would not infringe the rules of any Designated Stock Exchange (as defined in the Articles)) at such time and place as may be determined by our Board.
- our Board may, at its discretion, call extraordinary general meetings. However, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of our Company carrying the right of voting at general meetings of our Company (the “**requisitionist**”) shall have the right, by written requisition to our Board or the secretary of our Company, to require an extraordinary general meeting to be called by our Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit our Board fails to proceed to convene such meeting the requisitionist(s) himself/herself/itself/themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of our Board shall be reimbursed to the requisitionist(s) by our Company.

Other than the above circumstances, certain corporate actions may require the approval of members, which would be obtained at a general meeting. For details, please refer to the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document.

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 — D. Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] being unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with such number of Shares (otherwise than by way of rights issue or an issue of shares upon the exercise of any subscription rights attached to any warrants of our Company or pursuant to the exercise of any options which may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of our Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend, schemes or similar arrangements providing for the allotment and

SHARE CAPITAL

issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association or a specific authority granted by the Shareholders in general meeting) with a total number not exceeding the aggregate of:

- (i) 20% of the total number of Shares in issue immediately following the completion of the [REDACTED] and [REDACTED] (without taking into account of any Shares falling to be issued pursuant to the exercise of the [REDACTED] or any options which may be granted under the Share Option Scheme); and
- (ii) 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.

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue. This mandate will remain in effect until whichever is 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 of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

For further details of this general mandate, please refer to the section headed “Statutory and General Information — A. Further Information about Our Company — 4. Resolutions in writing of our sole Shareholder passed on 24 October 2017” 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 such number of Shares as will represent up to 10% of the aggregate of the total number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account of any Shares falling to be 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 repurchases made on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the section headed “Statutory and General Information — A. Further Information about Our Company — 6. Repurchase by our Company of our own securities” in Appendix IV to this document.

This mandate will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company;

SHARE CAPITAL

- (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

For further details of this general mandate, please refer to the section headed “Statutory and General Information — A. Further Information about Our Company — 4. Resolutions in writing of our sole Shareholder passed on 24 October 2017” in Appendix IV to this document.