

SHARE CAPITAL

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

Authorised share capital:

	<i>HK\$</i>
5,000,000,000 Shares of par value of HK\$0.01 each	50,000,000

Shares issued and to be issued, fully paid or credited as fully paid upon completion of the Capitalisation Issue and the [REDACTED]:

Issued and to be issued, fully paid or credited as fully paid:

Shares	<i>HK\$</i>
100,000 Shares in issue at the date of this [REDACTED]	1,000
[REDACTED] Shares to be issued pursuant to the Capitalisation Issue	[REDACTED]
<u>[REDACTED]</u> Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

ASSUMPTIONS

The above table assumes that the [REDACTED] has become unconditional and the issue of Shares pursuant thereto is made as described herein. It does not take into account any Share which may be allotted and issued or repurchased by our Company under the general mandates given to our Directors to allot and issue or repurchase Shares.

RANKING

The [REDACTED] are ordinary shares in the share capital of our Company and will rank *pari passu* with all Shares in issue or to be issued as set out in the above table, and will qualify and rank equally for all dividends or other distributions declared, made or paid after the date of this [REDACTED] save for entitlement to the Capitalisation Issue.

CAPITALISATION ISSUE

Pursuant to the resolutions of our sole Shareholder passed on [●], subject to the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the issue of [REDACTED] pursuant to the [REDACTED], our Directors are authorised to allot and issue a total of [REDACTED] Shares credited as fully paid at par to the holder(s) of Shares on the register of members of our Company at the close of business on [●] (or another date as our Directors may direct) in proportion to their respective shareholdings by way of capitalisation of the sum of HK\$[REDACTED] standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares.

SHARE CAPITAL

GENERAL MANDATES GRANTED TO THE DIRECTORS

Subject to the [REDACTED] becoming unconditional, general mandates have been granted to our Directors to allot and issue Shares and to repurchase Shares. For details of such general mandates, see the paragraph headed “Statutory and General Information — A. Further Information about our Company and our Group — 3. Written Resolutions of our Sole Shareholder Passed on [●]” in Appendix V to this [REDACTED].

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Companies Act and the terms of the Bye-laws, our Company may from time to time by ordinary resolution of shareholders (i) increase its capital; (ii) consolidate and divide its capital into Shares of larger amount; (iii) divide its Shares into several classes; (iv) subdivide its Shares into Shares of smaller amount; (v) change the currency denomination of its share capital; (vi) make provision for the issue and allotment of Shares which do not carry any voting rights; and (vii) cancel any Shares which have not been taken. In addition, our Company may, by special resolutions, subject to any confirmation or consent required by law, reduce its share capital or, save for the use of share premium as expressly permitted by the Companies Act, any share premium account or other undistributable reserve. For details, see the paragraph headed “Summary of the Constitution of the Company and Bermuda Company Law — 2. Bye-laws — (c) Alteration of capital” in Appendix IV to this [REDACTED].

Subject to the Companies Act, all or any of the special rights attached to the Share or any class of Shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. For details, see the paragraph headed “Summary of the Constitution of the Company and Bermuda Company Law — 2. Bye-laws — (d) Variation of rights of existing shares or classes of shares” in Appendix IV to this [REDACTED].