

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid as at the date of this document and immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [REDACTED] Share Scheme):

	<u>Aggregate par value of Shares</u>
As at the date of this document	
<i>Authorized share capital</i>	
5,000,000,000 Shares of US\$0.00001 each	US\$50,000
<i>Issued share capital</i>	
240,000,000 Shares of US\$0.00001 each	[REDACTED]
Immediately after completion of the [REDACTED]	
<i>Authorized share capital</i>	
5,000,000,000 Shares of US\$0.00001 each	US\$50,000
[REDACTED] to be issued under the [REDACTED] (assuming the [REDACTED] is not exercised)	
[REDACTED] Shares of US\$0.00001 each	[REDACTED]
<i>Total issued Shares immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised)</i>	
[REDACTED] Shares of US\$0.00001 each	[REDACTED]

The above table assumes that the [REDACTED] becomes unconditional, and the [REDACTED] are issued pursuant to the [REDACTED]. The above tables also do not take into account any Shares which may be issued or repurchased by us under the general mandates granted to our Board as referred to below and any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [REDACTED] Share Scheme.

RANKING

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

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CIRCUMSTANCES UNDER WHICH GENERAL MEETING ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of the Memorandum and Articles of Association, our Company may from time to time by ordinary resolution of shareholders (i) increase its share capital; (ii) consolidate and divide its capital into shares of larger amount; (iii) subdivide its shares into shares of smaller amount; (iv) cancel any shares which have not been taken or agreed to be taken by any person; (v) make provision for the allotment and issue of shares which do not carry any voting rights; (vi) change the currency of denomination of its share capital; (vii) reduce its share premium account; and (viii) perform any action not required to be performed by special resolution. In addition, our Company may subject to the provisions of the Cayman Companies Act reduce its share capital by its shareholders passing a special resolution. See “*Summary of the Constitution of the Company and the Cayman Islands Companies Laws — 2. Articles of Association — 2.1 Shares — (c) Alteration of Capital*” in Appendix III for further details.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Board has been granted a general mandate to allot, issue and deal with our Shares with a total par value of not more than the sum of:

- 20% of the aggregate par value of our Shares in issue immediately following completion of the [REDACTED]; and
- the aggregate par value of Shares repurchased by us under the authority referred to in the paragraph headed “— *General Mandate to Repurchase Shares*” in this section.

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

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

For details, see “*Appendix IV — Statutory and General Information — A. Further Information about our Group — 4. Resolutions of our Shareholders dated [●].*”

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GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Board has been granted a general mandate to exercise all the powers of our Company to repurchase our own securities with par value of up to 10% of the aggregate par value of our Shares in issue immediately following the completion of the [REDACTED].

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “*Statutory and General Information — A. Further Information about our Group — 5. Repurchase of Our Own Securities*” in Appendix IV to this document. This general mandate to repurchase Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

[REDACTED] SHARE SCHEME

Our Company has conditionally adopted the [REDACTED] Share Scheme. The principal terms of the [REDACTED] Share Scheme are summarized in “*Statutory and General Information — D. [REDACTED] Share Scheme*” in Appendix IV to this document.