

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of our authorized share capital and the amount in issue and to be issued as fully paid or credited as fully paid immediately prior to and following completion of the [REDACTED], assuming the [REDACTED] is not exercised:

Share capital as at the date of this document

Authorized share capital

Number	Description of shares	Aggregate nominal value
4,952,367,222	Ordinary Shares with a par value of US\$0.00001 each	US\$49,523.67
<u>47,632,778</u>	Preferred Shares with a par value of US\$0.00001 each	<u>US\$476.33</u>
<u>5,000,000,000</u>	Shares in total	<u>US\$50,000.00</u>

Issued share capital

Number	Description of shares	Aggregate nominal value
965,016,800	Ordinary Shares with a par value of US\$0.00001 each	US\$9,650.17
<u>47,632,778</u>	Preferred Shares with a par value of US\$0.00001 each	<u>US\$476.33</u>
<u>1,012,649,578</u>	Shares in total	<u>US\$10,126.50</u>

Share capital immediately following the completion of the [REDACTED] and the [REDACTED]

Issued share capital

Number	Description of shares	Aggregate nominal value
1,012,649,578	Shares in issue	US\$10,126.50
[REDACTED]	Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised and each Preferred Share will be converted into a Share upon [REDACTED])	[REDACTED]
<u>[REDACTED]</u>	Shares in total	<u>[REDACTED]</u>

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Ranking

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

POTENTIAL CHANGES TO SHARE CAPITAL AFTER [REDACTED]

Circumstances under which general meeting and class meeting are required

Our Company may by ordinary resolution (i) increase its share capital by the creation of new shares; (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (iii) divide its shares into several classes; (iv) sub-divide its existing shares or any of them into shares of smaller amount; (v) cancel any shares, which at the date of the passing of the ordinary resolution, have not been taken or agreed to be taken by any person. In addition, our Company may by special resolution reduce its share capital or any capital redemption reserve subject to any conditions prescribed by law.

See section headed “Summary of the Constitution of Our Company — 2. Articles of Association — 2.4 Alteration of capital” in Appendix III in this document for further details.

Subject to the Cayman Companies Act, all or any of the special rights attached to the shares or any class of shares (unless otherwise provided for by the terms of issue of the shares of that class) may be varied, modified or abrogated either with (in addition to a special resolution to amend the Memorandum or the Articles) the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the shares of that class.

See section headed “Summary of the Constitution of Our Company — 2. Articles of Association — 2.3 Variation of rights of existing shares or classes of shares” in Appendix III in this document for further details.

General mandate to issue Shares

Subject to the [REDACTED] becoming unconditional, our Directors were granted a general mandate to allot, issue and deal with any Shares or securities convertible into Shares (including any sale or transfer of treasury shares by our Company) of not more than the sum of:

- 20% of the total number of Shares in issue (excluding treasury shares of our Company) immediately following completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] and the Shares that may be issued pursuant to the exercise of options that may be granted under the Post-[REDACTED] Share Incentive Plan); and

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- the total number of Shares to be repurchased by our Company pursuant to the authority referred to in “— Potential Changes to Share Capital after [REDACTED] — General mandate to repurchase Shares” below.

This general mandate to issue Shares will remain in effect until the earliest of:

- the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the memorandum and the articles of association of our Company; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

General mandate to repurchase Shares

Subject to the [REDACTED] becoming unconditional, our Directors were granted a general mandate to repurchase our own Shares up to 10% of the total number of Shares in issue (excluding treasury shares of our Company) immediately following completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] and the Shares that may be issued pursuant to the exercise of options under the Post-[REDACTED] Share Incentive Plan).

This mandate only relates to repurchases on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, and in accordance with all applicable laws and the requirements under the Listing Rules as amended from time to time.

This general mandate to repurchase Shares will remain in effect until the earliest of:

- the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the memorandum and the articles of association of our Company; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

See section headed “Statutory and General Information — Further Information About Our Company and Subsidiaries — 5. Explanatory Statement on Repurchase of Our Own Securities” in Appendix IV in this document for further details of this general mandate to repurchase Shares.

STOCK INCENTIVE PLANS

We [have adopted] the Post-[REDACTED] Share Incentive Plan. See section headed “Statutory and General Information — Share Incentive Plan — Post-[REDACTED] Share Incentive Plan” in Appendix IV in this document for further details.