

SHARE CAPITAL

This section presents certain information regarding our share capital prior to and following the completion of the [REDACTED].

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company immediately prior to and upon the completion of the [REDACTED], assuming that (i) the [REDACTED] becomes unconditional and the [REDACTED] Shares are issued pursuant to the [REDACTED], (ii) the [REDACTED] is not exercised and (iii) no Shares are issued pursuant to the Pre-[REDACTED] Share Option Scheme.

1. Share capital at the date of this document

(i) Authorized share capital

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of authorized share capital (%)
Ordinary Shares	485,121,528	48,512.15	97.02
Series A Preferred Shares	6,944,444	694.44	1.39
Series A+ Preferred Shares	4,861,111	486.11	0.97
Series B Preferred Shares	3,072,917	307.29	0.61
Total	500,000,000	50,000.00	100.00

(ii) Shares in issue

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Ordinary Shares	100,000,000	10,000.00	87.05
Series A Preferred Shares	6,944,444	694.44	6.04
Series A+ Preferred Shares	4,861,111	486.11	4.23
Series B Preferred Shares	3,072,917	307.29	2.67
Total	114,878,472	11,487.85	100.00

2. Share capital immediately following the completion of the [REDACTED]

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)
Authorized share capital	[REDACTED]	[REDACTED]

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Ordinary Shares in issue	[REDACTED]	[REDACTED]	[REDACTED]
Ordinary Shares to be issued pursuant to the [REDACTED].	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

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RANKING

The [REDACTED] Shares will rank *pari passu* in all respects with all Shares then 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.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING IS REQUIRED

The Company will have only one class of Shares, namely ordinary shares, and each ranks *pari passu* with the other Shares upon completion of the [REDACTED].

For details of circumstances under which our Shareholders’ general meeting is required, please see “Appendix III — Summary of Constitution of our Company and Cayman Company Law — 2. Articles of Association” in this document.

GENERAL MANDATE TO ISSUE SHARES

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

- 20% of the aggregate nominal value of the Shares in issue immediately following completion of the [REDACTED] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED], if any); and
- the aggregate nominal value of Shares repurchased by the Company 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 of Association 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 general meeting.

See the section headed “Statutory and General Information — 1. Further Information about our Company — C. Resolutions Passed by Our Shareholders’ General Meeting in relation to the [REDACTED]” in Appendix IV for further details of this general mandate.

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 our own securities with nominal value of up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the [REDACTED] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED], if any).

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 are 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 — 1. Further Information about our Company — F. Repurchases of our own securities” in Appendix IV.

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

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- the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles of Association 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 passed in a general meeting.

See the section headed “Statutory and General Information — 1. Further Information about our Company — F. Repurchases of our own securities” in Appendix IV for further details of the repurchase mandate.