

SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of our authorised share capital and the amount in issue and to be issued as fully paid or credited as fully paid immediately following completion of the [REDACTED], assuming the [REDACTED] is not exercised and no Shares are issued under the Post-[REDACTED] Share Scheme.

Authorised share capital

Number of Shares	Description of share	Aggregate nominal value of Shares
5,000,000,000	Shares in total	US\$50,000

Issued Share Capital

Number of Shares	Description of share	Aggregate nominal value of Shares
1,367,059,002	Shares in issue as of the date of this document	US\$13,670.59
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	US\$[REDACTED]
[REDACTED]	Shares in total	US\$[REDACTED]

Our voting structure before and after [REDACTED]

To allow our Company to benefit from the continuing vision and leadership of Mr. Ding who control our Company with a view to its long-term prospects and strategy, our Company has adopted a weighted voting rights structure, where, our share capital comprises Class A Shares and Class B Shares. As of the Latest Practicable Date, all Class B Shares were held by Mr. Ding, through ESunyT Capital Co., LTD. Each Class B Share entitles the holder to ten votes on any resolution tabled at our Company’s general meetings. Each Class A Share entitles its holder to one vote on any resolution tabled at our Company’s general meetings.

To comply with the Listing Rules, our weighted voting rights structure will be unwound upon [REDACTED] and all the issued shares of our Company (including all Class B Shares and Preferred Shares) will be converted and re-designated into Shares which will entitle holders thereof to one vote for each Share at general meetings of our Company pursuant to the Articles of Association which will take effect upon [REDACTED].

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 equally 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 a larger amount than its existing shares; (iii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and (iv) sub-divide its shares or any of them into shares of smaller amount. In addition, our Company may by special resolution reduce its share capital or any capital redemption reserve subject to any conditions prescribed by the Cayman Companies Act.

See “Summary of the constitution of the Company and Cayman Islands company law—Summary of the Constitution of the Company—2. Articles of Association—2.4 Alteration of capital” in Appendix III for further details.

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If at any time the share capital of our Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Cayman Companies Act, be varied or abrogated only 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 sanction of a resolution passed at a separate meeting of the holders of the shares of that class by members holding shares representing not less than three-fourths of the votes cast at such meeting.

See “Summary of the constitution of the Company and Cayman Islands company law—Summary of the Constitution of the Company—2. Articles of Association—2.3 Variation of rights of existing shares or classes of shares” in Appendix III 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 (including any sale or transfer of Shares out of treasury that are held as treasury shares) or securities convertible into Shares of not more than the sum of:

- 20% of the total number of Shares in issue immediately following completion of the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] and any Shares which may be issued under the Post-[REDACTED] Share Scheme); and
- the total number of Shares repurchased by our Company pursuant to the authority referred to in “—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 immediately following completion of the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] and any Shares which may be issued under the Post-[REDACTED] Share Scheme).

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 listed and which is recognised by the SFC and the Stock Exchange for this purpose, and in accordance with all applicable laws and the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange.

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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 “Statutory and general information—A. Further information about our Group—5. Explanatory statement on repurchase of our own securities” in Appendix IV for further details of this general mandate to repurchase Shares.

Share Incentive Scheme

We have adopted the Post-[REDACTED] Share Scheme. See “Statutory and general information—D. Post-[REDACTED] Share Scheme” in Appendix IV for further details.