

SHARE CAPITAL

AUTHORIZED AND ISSUED 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 following completion of the Share Subdivision and the [REDACTED].

As of the date of this Document, our authorised share capital was US\$50,000 divided into 50,000 Shares of US\$1.00 each, and our issued share capital consisted of 11,000 Shares.

Upon the [REDACTED] becoming unconditional, each Share of a nominal or par value of US\$1.00 in the issued and unissued share capital in the Company will be sub-divided into [10,000] Shares of a nominal or par value of US\$[0.0001], and the authorized share capital of the Company was accordingly amended from US\$50,000 divided into 50,000 Shares of a nominal or par value of US\$1.00 each, to US\$50,000 divided into [500,000,000] Shares of a nominal or par value of US\$[0.0001] each.

Assuming the [REDACTED] is not exercised, and without taking into account the Shares which may be issued upon the exercise of any options which have been granted under the [REDACTED] Share Option Scheme or may be granted under the [REDACTED] Share Option Scheme, the share capital of our Company immediately after the Share Subdivision and the [REDACTED] will be as follows:

Authorized share capital:		US\$
[500,000,000]	Shares of par value of US\$[0.0001] each	[50,000]
Issued and to be issued, fully paid or credited as fully paid:		
[110,000,000]	Shares in issue (after the Share Subdivision)	[11,000]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares in total	[REDACTED]

Assuming the [REDACTED] is exercised in full, and without taking into account the Shares which may be issued upon the exercise of any options which have been granted under the [REDACTED] Share Option Scheme or may be granted under the [REDACTED] Share Option Scheme, the share capital of our Company upon completion of the Share Subdivision and the [REDACTED] will be as follows:

Authorized share capital:		US\$
[500,000,000]	Shares of par value of US\$[0.0001] each	[50,000]
Issued and to be issued, fully paid or credited as fully paid:		
[110,000,000]	Shares in issue (after the Share Subdivision)	[11,000]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the exercise of the [REDACTED] in full	[REDACTED]
[REDACTED]	Shares in total	[REDACTED]

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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POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances under which general meetings are required

Upon completion of the Share Subdivision and the [REDACTED], our Company has only one class of Shares, namely ordinary shares, and each rank pari passu with the other Shares.

Pursuant to the Cayman Companies Act and the terms of the Memorandum of Association 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 share capital into shares of larger amount; (iii) subdivide its Shares into shares of smaller amount; (iv) cancel any Shares which have not been taken; (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; and/or (vii) reduce its share premium account in any manner authorized, and subject to any conditions prescribed by law. In addition, our Company may subject to the provisions of the Cayman Companies Act reduce our share capital or capital redemption reserve by our Shareholders passing a special resolution. Please refer to the section headed “Appendix IV — Summary of the Constitution of Our Company and the Company Laws of the Cayman Islands” 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 deal with Shares with a total number of not more than the sum of:

- 20% of the number of Shares in issue immediately following completion of the [REDACTED]; and
- the total number of Shares repurchased by us under the authority referred to in the paragraph headed “— General Mandate to Repurchase Shares”.

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; and
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

Please refer to the section headed “Appendix V — Statutory and General Information — Further Information about Our Group — (c) Resolutions of Our Shareholders” in this document for further details of this general mandate to allot, issue and deal with Shares.

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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 a total number of up to 10% of the total number of our Shares in issue immediately following the completion of the [REDACTED].

The repurchase mandate only relates to repurchases made on the [REDACTED], or on any other stock exchange on which our Shares are [REDACTED] (and which are recognized by the SFC and the [REDACTED] for this purpose), and which are in accordance with the Listing Rules. For a summary of the relevant Listing Rules, please refer to the section headed “Appendix V — Statutory and General Information — Further Information about Our Group — (f) Repurchase of Our Own Securities” in 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; and
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

Please refer to the section headed “Appendix V — Statutory and General Information — Further Information about Our Group — (c) Resolutions of Our Shareholders” in this document for further details of this general mandate to repurchase Shares.

[REDACTED] SHARE OPTION SCHEME AND [REDACTED] SHARE OPTION SCHEME

The [REDACTED] Share Option Scheme and [REDACTED] Share Option Scheme were adopted on [•] pursuant to which we have granted the [REDACTED] Share Options and may grant options under the [REDACTED] Share Option Scheme to eligible Directors, officers and employees of our Group. Please refer to “Statutory and General Information — (e) [REDACTED] Share Option Scheme” and “Statutory and General Information — (f) [REDACTED] Share Option Scheme” in Appendix V in this document for further details.