
SHARE CAPITAL

Authorized share capital:

<u>8,000,000,000</u>	Shares of HK\$0.0001 each	HK\$ <u>800,000</u>
----------------------	---------------------------	-------------------------------

Issued Shares:

<u>4,825,000,000</u>	Shares of HK\$0.0001 each in issue as at the date of this prospectus	HK\$ <u>482,500</u>
----------------------	--	-------------------------------

Shares to be issued:

<u>227,356,500</u>	Shares of HK\$0.0001 each to be issued pursuant to the Global Offering	HK\$ <u>22,736</u>
--------------------	--	------------------------------

Total issued share capital:

<u>5,052,356,500</u>	Shares of HK\$0.0001 each	HK\$ <u>505,236</u>
----------------------	---------------------------	-------------------------------

ASSUMPTION

The above table assumes that the Global Offering becomes unconditional and does not take into account any exercise of any options granted or to be granted under the Share Option Scheme and the vesting of any RSUs granted or to be granted under the RSU Scheme referred to below or which may be issued or repurchased pursuant to the General Mandate or the Repurchase Mandate referred to below. As the Over-Allotment Option is to be satisfied by sales of issued Shares by the Selling Shareholder, no additional Shares will be issued.

RANKING

The Shares are ordinary shares in our share capital and rank equally with all Shares currently in issue or to be issued, in particular, will rank in full 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 prospectus.

PUBLIC FLOAT REQUIREMENTS

Rule 8.08(1)(a) and (b) of the Listing Rules require there to be an open market in the securities for which listing is sought and for a sufficient public float of an issuer's listed securities to be maintained. This normally means that (i) at least 25% of the issuer's total issued share capital must at all times be held by the public; and (ii) where an issuer has more than one class of securities apart from the class of securities for which listing is sought, the total securities of the issuer held by the public (on all regulated market(s) including the Hong Kong Stock Exchange) at the time of listing must be at least 25% of the issuer's total issued share capital. However, the class of securities for which listing is sought must not be less than 15% of the issuer's total issued share capital and must have an expected market capitalization at the time of listing of not less than HK\$50 million.

We have applied to the Hong Kong Stock Exchange to request the Hong Kong Stock Exchange to exercise, and the Hong Kong Stock Exchange has confirmed that it will exercise, its discretion under Rule 8.08(1)(d) of the Hong Kong Listing Rules to accept a lower public float percentage of our company of the higher of (i) 15% or (ii) such percentage of Shares held by the public immediately after the completion of the Global Offering as increased by the Shares to be issued upon the exercise of the Over-Allotment Option.

The above discretion is subject to the conditions that: (i) the Shares held by the public will not be less than such percentage of public float being the higher of (a) 15% or (b) such percentage of Shares

SHARE CAPITAL

held by the public immediately after the completion of the Global Offering as increased by the Shares to be issued upon the exercise of the Over-Allotment Option of our total share capital, (ii) our being able to demonstrate satisfactory compliance with Listing Rules 8.08(2) and 8.08(3) on Listing Date, (iii) full compliance with the disclosure requirements under Listing Rule 8.08(1)(d); and (iv) our implementation of appropriate measures and mechanisms to ensure continual maintenance of the minimum percentage of securities in public hands. Our directors of the Company will take appropriate steps which include a further issue of equity and/or requesting the controlling shareholder of the Company to place some of its Shares to independent third parties, to ensure the minimum percentage of public float prescribed by the Hong Kong Stock Exchange is complied with. If we fail to restore the lower prescribed percentage of the public float, the Hong Kong Stock Exchange may suspend trading of the Shares, pursuant to Rule 8.08 of the Listing Rules, until appropriate steps have been taken.

We will make appropriate disclosure of the lower prescribed percentage of public float and confirm sufficiency of public float in successive annual reports after listing.

Repurchase Mandate

Conditional on conditions as stated in the section entitled “Structure of the Global Offering — Conditions of the Hong Kong Public Offering”, our directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares with a total par value of not more than 10% of the aggregate par value of our company’s share capital in issue immediately following the Global Offering (without taking into account Shares which may be allotted and issued pursuant to the exercise of the Over-Allotment Option).

This mandate only relates to repurchases made on the Hong Kong Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Hong Kong Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in the section entitled “Further Information about our Group — Repurchase of our own securities” in Appendix VII to this prospectus.

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

- (i) the conclusion of our next annual general meeting;
- (ii) at the end of the period within which our next annual general meeting is required to be held under the applicable laws or our Memorandum of Association and the Articles of Association; and
- (iii) it is varied or revoked by an ordinary resolution of our shareholders in general meeting.

Share Option Scheme

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme is summarized in the section entitled “Share Option Scheme” in Appendix VII to this prospectus.

RSU Scheme

We have conditionally adopted the RSU Scheme. The principal terms of the RSU Scheme are summarized in the section entitled “RSU Scheme” in Appendix VII to this prospectus.