

SHARE CAPITAL

Assuming the [REDACTED] is not exercised, the share capital of our Company immediately following the [REDACTED] and the [REDACTED] will be as follows:

Authorized: US\$

<u>5,000,000,000</u>	Shares of US\$0.001 each	<u>5,000,000</u>
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Issued or to be issued, fully paid or credited as fully paid:

617,500,000	Shares in issue as of the Latest Practicable Date	617,500
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be repurchased pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full, the share capital of our Company immediately following the [REDACTED] and the [REDACTED] will be as follows:

Authorized: US\$

<u>5,000,000,000</u>	Shares of US\$0.001 each	<u>5,000,000</u>
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Issued or to be issued, fully paid or credited as fully paid:

617,500,000	Shares in issue as of the Latest Practicable Date	617,500
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be repurchased pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued upon exercise of the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	<u>Shares</u>	<u>[REDACTED]</u>

ASSUMPTIONS

The above table assumes that the [REDACTED] and the [REDACTED] have become unconditional. It takes no account of any Shares (a) which may be issued pursuant to the exercise of the [REDACTED], or (b) which may be allotted and issued upon the exercise of any options that have

SHARE CAPITAL

been or may be granted under the Share Option Schemes or (c) which may be allotted and repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below or otherwise.

RANKING

The Shares are ordinary shares in the share capital of our Company and rank *pari passu* in all respects with all Shares currently in issue or to be issued and, 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 document other than participation in the [REDACTED].

[REDACTED]

Pursuant to the resolutions of our Shareholders passed on [REDACTED], conditional upon the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the issue of the [REDACTED] by our Company under the [REDACTED], our Directors were authorized to capitalize an amount of US\$[REDACTED] standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par [REDACTED] Shares for allotment and issue to Shareholder(s) whose name(s) appear(s) on the register of members of our Company at the close of business on [REDACTED] (or another date as the Directors may direct) in proportion (as nearly as possible without involving fractions) to their then respective existing shareholdings in our Company. All the new Shares to be issued pursuant to the [REDACTED] shall rank *pari passu* in all respects with the existing issued Shares.

SHARE OPTION SCHEMES

We have adopted the [REDACTED] on July 15, 2015, the purpose of which is to incentivize and reward eligible participants by reason of their contribution or potential contribution to the Company and/or any of our subsidiaries.

We have granted options to 170 Grantees to subscribe for 155,538,420 Shares (immediately before [REDACTED] Reorganization) or [REDACTED] (immediately before completion of the [REDACTED] and the [REDACTED]), both representing approximately [REDACTED]% of the then respective issued share capital of our Company immediately before completion of the [REDACTED] and the [REDACTED]. The [REDACTED] to be subjected to the [REDACTED] Share Option Scheme shall be [REDACTED] Shares, representing approximately [REDACTED]% of the issued share capital of our Company immediately after the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] Share Options are exercised in full and without taking into account of any Shares which may be issued pursuant to the exercise of the [REDACTED] and the options which have been or may be granted under the [REDACTED] Share Option Scheme). The exercise prices of the [REDACTED] Share Options immediately before completion of the [REDACTED] and the [REDACTED] range from US\$0.005 to US\$0.20 and the adjusted exercise prices of the [REDACTED] Share Options immediately after the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] Share Options are exercised in full and without taking into account of any Shares which may be issued pursuant to the exercise of the [REDACTED] and the options which have been or may be granted under the [REDACTED] Share Option Scheme) range from US\$0.003 to US\$0.103. The vesting periods of the [REDACTED] Share Options range from December 31, 2007 to December 31, 2022. Among the 170 Grantees, two of them are executive Directors, one of them is a non-executive Director, and four of them are members of the senior management of our Group, and 163 are Employee Grantees.

SHARE CAPITAL

We have conditionally adopted the [REDACTED] Share Option Scheme and the principal terms of the [REDACTED] Share Option Scheme are summarized in the section headed “Statutory and General Information — 9. [REDACTED] Share Option Scheme” in Appendix V of this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section headed “Structure of the [REDACTED] — The [REDACTED] — Conditions of the [REDACTED]” in this document, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate nominal value of Shares allotted or agreed to be allotted by our Directors other than pursuant to:

- (a) a rights issue;
- (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with our Articles; or
- (c) the [REDACTED], shall not exceed:
 - (i) 20% of the aggregate nominal or par value of the share capital of our Company in issue immediately following the completion of the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] or the options that have been or may be granted under the Share Option Schemes); and
 - (ii) the aggregate nominal or par value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in the subsection headed “— General Mandate to Repurchase Shares” below. This general mandate to issue Shares will expire:
 - (1) at the conclusion of our next annual general meeting; or
 - (2) at the end of the period within which we are required by any applicable law or our Articles to hold our next annual general meeting; or
 - (3) when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest

For further details of this general mandate, please see the section headed “Statutory and General Information — 1. Further Information about our Company — (iv) Written Resolutions of our Shareholders Passed on [REDACTED]” in Appendix V of this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section headed “Structure of the [REDACTED] — The [REDACTED] — Conditions of the [REDACTED]”, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a

SHARE CAPITAL

total nominal value of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or the options that have been or may be granted under the Share Option Schemes).

This general mandate relates only to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares may be [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and/or requirements of the [REDACTED] Rules. A summary of the relevant [REDACTED] Rules is set out in the section headed “Statutory and General Information — 4. Share Repurchase Mandate” in Appendix V of this document.

This general mandate to repurchase Shares will expire:

- (i) at the conclusion of our next annual general meeting; or
- (ii) at the end of the period within which we are required by any applicable laws or our Articles to hold our next annual general meeting; or
- (iii) the passing of an ordinary resolution by our Shareholders in general meeting revoking or varying such mandate given to our Directors,

whichever is the earliest.

For further details of this general mandate, please see the section headed “Statutory and General Information — 1. Further Information about our Company — (iv) Written Resolutions of our Shareholders Passed on [REDACTED]” in Appendix V of this document.