
SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised, the share options granted under the Pre-IPO Share Option Plans are not exercised and each Preferred Share will be automatically converted to one Share upon the Global Offering becoming unconditional):

Authorized Share Capital

Number of Shares	Aggregate nominal value of Shares
25,100,000,000	US\$50,200.00

Issued Share Capital

Number of Shares	Description of Shares	Aggregate nominal value of Shares	% of the issued share capital
515,633,420	Shares in issue as of the date of this Prospectus	US\$1,031.27	53.89%
141,238,725	Series A Preferred Shares to be converted to Shares on a one-for-one basis	US\$282.48	14.76%
60,736,430	Series B Preferred Shares to be converted to Shares on a one-for-one basis	US\$121.47	6.35%
179,403,000	Shares to be issued pursuant to the Global Offering	US\$358.81	20.00%
897,011,575	Shares in issue immediately following the Global Offering	US\$1,794.03	100.00%

The above tables also do not take into account any Shares which may be issued or repurchased by us under the general mandates granted to our Directors as referred to below.

RANKING

The Offer Shares will rank *pari passu* in all respects with all Shares currently in issue or to be issued as mentioned in this Prospectus, 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 Prospectus.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Our Company will have only one class of Shares upon completion of the Global Offering, namely ordinary shares, and each ranks *pari passu* with the other Shares.

Pursuant to the Cayman Companies Law 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 capital; (ii) consolidate and divide its capital into shares of larger amount; (iii) divide its shares into several classes; (iv) subdivide its shares into shares of smaller amount; and (v) cancel any shares which have not been taken. In addition, our Company may subject to the provisions of the Cayman Companies Law reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. See the section headed “Appendix IV—Summary of the Constitution of the Company and Cayman Islands Company Law” to this Prospectus for further details.

SHARE OPTION PLANS

The Company has adopted the Pre-IPO Share Option Plans. For details and principal terms of the Pre-IPO Share Option Plans, please see “Appendix V—Statutory and General Information—D. Pre-IPO Share Option Plans” to this Prospectus.

GENERAL MANDATE TO ISSUE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal 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 Global Offering (excluding the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option); and
- the aggregate nominal value of Shares repurchased by us 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;

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- the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum of Association 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—A. Further Information about Our Group—4. Resolutions of the Shareholders of Our Company Dated November 24, 2019” in Appendix V to this Prospectus for further details of this general mandate to allot, issue and deal with Shares.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Global Offering 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 Global Offering (excluding the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option).

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (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 “Appendix V—Statutory and General Information—A. Further Information about Our Group—5. Repurchase of Our Own Securities—(a) Provision of the Listing Rules” to this Prospectus.

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
- the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum of Association 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—A. Further Information about Our Group—5. Repurchase of Our Own Securities” in Appendix V to this Prospectus for further details of the repurchase mandate.