
SHARE CAPITAL

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The number of Shares of our Company as of the date of this prospectus and immediately after completion of the Global Offering is as follows:

	<u>Number of Shares</u>
<i>Number of Shares:</i>	
Ordinary Shares as of the date of this prospectus	2,345,117,618
<i>Shares to be issued:</i>	
Ordinary Shares to be issued pursuant to the Global Offering (assuming the Over-allotment Option is not exercised)	260,569,000
Shares on completion of the Global Offering (assuming the Over-allotment Option is not exercised)	2,605,686,618
<i>Shares to be issued:</i>	
Ordinary Shares to be issued pursuant to the Global Offering (assuming the Over-allotment Option is exercised in full).	299,654,000
Shares on completion of the Global Offering (assuming the Over-allotment Option is exercised in full)	2,644,771,618

ASSUMPTION

The table above assumes the Global Offering becomes unconditional and is completed in accordance with the relevant terms and conditions. It takes no account of (i) any Shares which may be issued under the general mandate given to our Directors for the issue and allotment of Shares; or (ii) any Shares which may be repurchased by us pursuant to the general mandate given to our Directors for the repurchase of Shares.

RANKING

The Offer Shares are ordinary Shares in the share capital of our Company and rank equally 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 prospectus.

PRE-IPO SHARE INCENTIVE SCHEME

For more detail, please see “Appendix V – Statutory and General Information – D. Pre-IPO Share Incentive Scheme.”

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GENERAL MANDATE TO ISSUE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general mandate (the “**Issuing Mandate**”) to allot, issue and deal in a total number of Shares of not more than the aggregate of:

- i. 20% of the total number of Shares in issue immediately following the completion of the Global Offering, but excluding any Shares which may be issued upon the exercise of the Over-allotment Option; and
- ii. the total number of the Shares repurchased by our Company (if any) pursuant to the Repurchase Mandate.

The Issuing Mandate does not apply to situations where our Directors allot, issue or deal in Shares by way of a rights issue, scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or in part of any dividend in accordance with the Articles, or pursuant to the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares, or under the Global Offering or upon the exercise of the Over-allotment Option. Our Directors may, in addition to the Shares which they are authorised to issue under the Issuing Mandate, allot, issue and deal in Shares pursuant to a rights issue, the exercise of subscription rights attaching to any warrants of our Company, scrip dividends or similar arrangements or any other option scheme or similar arrangement for the time being adopted.

The Issuing Mandate will expire upon the earliest occurrence of any of the following:

- at the conclusion of our next annual general meeting;
- on the date by which our next annual general meeting is required by the Articles or the Companies Ordinance to be held; or
- when the authority given to our Directors is revoked or varied by an ordinary resolution passed by our Shareholders in general meeting.

For further details of this general mandate, see “Appendix V – Statutory and General Information – A. Further Information about Our Company and Our Subsidiaries – 3. Resolutions in writing of our Shareholders passed on October 8, 2020.”

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GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general mandate (the “**Repurchase Mandate**”) to exercise all the powers of our Company to repurchase Shares with an aggregate number of Shares of not more than 10% of the aggregate number of Shares in issue and to be issued immediately following the completion of the Global Offering, but excluding any Shares that may be issued upon 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 the Shares are listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are made in accordance with the Listing Rules and all applicable laws. A summary of the relevant requirements under the Listing Rules is set out in “Appendix V – Statutory and General Information – A. Further Information about Our Company and Our Subsidiaries – 6. Repurchase of Shares by our Company.”

The Repurchase Mandate will expire upon the earliest occurrence of any of the following:

- at the conclusion of our next annual general meeting;
- on the date by which our next annual general meeting is required by the Articles or the Companies Ordinance to be held; or
- when the authority given to our Directors is revoked or varied by an ordinary resolution passed by our Shareholders in general meeting.

For further details of this general mandate, see “Appendix V – Statutory and General Information – A. Further Information about Our Company and Our Subsidiaries – 3. Resolutions in writing of our Shareholders passed on October 8, 2020.”

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Companies Ordinance and the Articles of Association, our Company may from time to time by ordinary Shareholders’ resolution (i) increase its capital; (ii) consolidate and divide Shares; (iii) divide its Shares into classes; (iv) subdivide its Shares; and (v) cancel any Shares which have not been taken. In addition, our Company may reduce its share capital by Shareholders’ special resolution. For details, see “Appendix IV – Summary of Articles of Association – Changes in Capital.”

Further, all or any of the special rights (unless otherwise provided by the terms of issue) attached to our Shares or any class of Shares may be varied or abrogated either with the consent in writing of the holders of not less than 75% of the total voting rights of the holders of the Shares or Shares of that class, or with the sanction of a special resolution passed at a general meeting of the holders of the Shares or at a separate general meeting of the holders of the Shares of that class. For details, see “Appendix IV – Summary of Articles of Association – Modification of Rights.”