

SHARE CAPITAL

SHARE CAPITAL

The authorized and issued share capital of our Company is as follows:

Authorized share capital

<u>Shares</u>	<u>Description</u>	<u>Nominal value of each Share</u> <i>(US\$)</i>	<u>Total nominal value</u> <i>(US\$)</i>
5,000,000,000	As of the Latest Practicable Date	0.00001	50,000

Issued share capital

<u>Shares</u>	<u>Description</u>	<u>Nominal value of each Share</u> <i>(US\$)</i>	<u>Total nominal value</u> <i>(US\$)</i>
200	As of the Latest Practicable Date	0.00001	0.002

Assuming the [REDACTED] is not exercised at all, and without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme, the issued share capital of our Company immediately following the completion of the [REDACTED] and the [REDACTED] will be as follows:

<u>Issued share capital</u>	<u>Total nominal value</u> <i>(US\$)</i>	<u>Approximate percentage of issued share capital</u> <i>(%)</i>
200 Shares in issue as of the date of this document	0.002	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
<u>[REDACTED] Shares in total</u>	<u>[REDACTED]</u>	<u>100.00</u>

SHARE CAPITAL

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

<u>Issued share capital</u>	<u>Total nominal value</u>	<u>Approximate percentage of issued share capital</u>	
	(US\$)	(%)	
200	Shares in issue as of the date of this document	0.002	[REDACTED]
[REDACTED]	Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares in total	<u>[REDACTED]</u>	<u>100.00</u>

Notes:

- (1) The Shares referred to in the above table have been or will be fully paid or credited as fully paid when issued.
- (2) Assuming a total of [REDACTED] Shares will be issued upon exercise of the [REDACTED] in full.

PUBLIC FLOAT REQUIREMENTS

According to Rule 8.08 of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, at least 25% of the total issued share capital of our Company shall be held by members of the public (as defined in the Listing Rules).

Based on the information as per the above table, our Company will meet the public float requirement under the Listing Rules after the completion of the [REDACTED] (whether or not the [REDACTED] is exercised in full). We will make appropriate disclosure of our public float and confirm the sufficiency of our public float in successive annual reports after [REDACTED].

RANKING

The [REDACTED] are ordinary Shares in the share capital of our Company and will rank equally in all respects with all Shares in issue or to be issued as set out in the above table, and will qualify and rank equally for all dividends or other distributions declared, made or paid after the date of this document.

SHARE CAPITAL

ALTERATIONS OF SHARE CAPITAL

Our Company may from time to time by ordinary resolution or special resolution (as the case may be) of Shareholders alter the share capital of our Company. For a summary of the provisions in the Articles of Association regarding alterations of share capital, see “Appendix IV — Summary of the Constitution of the Company and Cayman Islands Company Law and Taxation — 2. Articles of Association — (a) Shares — (iii) Alteration of Capital” in this document.

THE SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on [●] 2021. The principal terms of the Share Option Scheme are summarized in the section headed “Appendix V — Statutory and General Information — F. Share Option Scheme” in this document.

GENERAL MANDATE TO ISSUE SHARES

Our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (i) 20% of the total number of our Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may fall to be issued pursuant to the [REDACTED]); and
- (ii) the total number of our Shares repurchased by our Company (if any) under the general mandate to repurchase Shares referred to below.

This mandate will expire at the earliest of:

- (i) the conclusion of our Company’s next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of our Company’s Shareholders in a general meeting.

Further details of this general mandate are set out in the section headed “Appendix V — Statutory and General Information — A. Further information about our Company — 4. Written resolutions of the then shareholders of our Company passed on [●], 2021” in this document.

GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total number of not more than 10% of the number of our Shares in issue or to be issued immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any Shares which may fall to be issued upon the exercise of the [REDACTED]).

SHARE CAPITAL

This mandate only relates to repurchases made on the Stock Exchange, or any other approved stock exchange(s) 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 all applicable laws and/or requirements of 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 Company — 5. Repurchase of our Shares” in this document.

This mandate will expire at the earliest of:

- (i) the conclusion of our Company’s next annual general meeting unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which our Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of our Company’s Shareholders in a general meeting.

For further details of this share repurchase mandate, see “Appendix V — Statutory and General Information — A. Further information about our Company — 4. Written resolutions of the then shareholders of our Company passed on [●], 2021” in this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of the Companies Act, an exempted company is not required by law to hold any general meetings or class meetings. The holding of general meeting or class meeting is prescribed for under the articles of association of a company. Accordingly, we will hold general meetings as prescribed for under our Articles and the Memorandum, a summary of which is set out in Appendix IV to this document.