
SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized shares and shares of our Company in issue and to be issued as fully paid or credited as fully paid prior to and immediately following the completion of the [REDACTED] and the [REDACTED]:

As of the date of this Document

	<u>US\$</u>
Authorized share capital	
[4,994,107,574] ordinary shares	[49,941.07574]
[4,739,938] Series A Preferred Shares	[47.39938]
[1,152,488] Series B Preferred Shares	[11.52488]
Issued share capital	
[9,530,575] ordinary shares	[95.30575]
[4,739,938] Series A Preferred Shares	[47.39938]
[1,152,488] Series B Preferred Shares	[11.52488]

Immediately after the [REDACTED]

	<u>US\$</u>
Issued share capital	
[REDACTED] Shares (assuming all Preferred Shares are converted into Ordinary Shares)	[REDACTED]

Immediately after Completion of the [REDACTED]

	<u>US\$</u>
Shares to be issued under the [REDACTED] [REDACTED] Shares	[REDACTED]
Total issued Shares on completion of the [REDACTED] [REDACTED] Shares	[REDACTED]

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional and the Shares are issued pursuant to the [REDACTED] and [REDACTED]. The above does not take into account any Shares which (i) may be allotted and issued pursuant to the exercise of the [REDACTED]; or (ii) may be issued or repurchased by our Company pursuant to the general mandates granted to our Directors as described below.

RANKING

The [REDACTED] are ordinary shares in our share capital and rank equally with all Ordinary 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.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of the Memorandum and Articles, 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 Act reduce its share capital or share capital redemption reserve by its shareholders passing a special resolution. For details, see “Appendix III—Summary of the Constitution of Our Company and Cayman Islands Companies Law—2. Articles of Association—2.5 Alteration of capital”.

Pursuant to the Cayman Companies Act and the terms of the Memorandum and Articles, all or any of the special rights attached to the shares or any class of shares may be materially adversely varied either with the consent in writing of the holders of not less than two-thirds of the issued shares of that class or with the approval of a resolution passed by a majority of not less than two thirds of the votes cast at a separate general meeting of the holders of the shares of that class. For details, see “Appendix III—Summary of the Constitution of Our Company and Cayman Islands Companies Law—2. Articles of Association—2.4 Variation of rights of existing shares or classes of shares”.

Further, our Company will also hold general meetings from time to time as may be required under the Articles, a summary of which is set out in the section headed “Appendix III—Summary of the Constitution of Our Company and Cayman Islands Companies Law”.

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section headed “[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 the Directors other than pursuant to:

- (a) the exercise of any subscription rights, warrants which may be issued by our Company from time to time;
- (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;
- (c) a specific authority granted by the Shareholders in general meeting of our Company,

shall not exceed the aggregate of:

- (i) 20% of the total nominal value of our share capital in issue immediately following the completion of the [REDACTED]; and
- (ii) the total nominal value of our share capital repurchased by us (if any) under the general mandate to repurchase Shares referred to in the section headed “General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will expire at the earliest of:

- (1) the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of the Shareholders in general meeting, either unconditionally or subject to condition;

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- (2) the expiration of the period within which our Company’s next annual general meeting is required by the Articles or any other applicable laws to be held; or
- (3) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in general meeting of our Company.

For further details of this general mandate, please see the section headed “Statutory and General Information—A. Further Information About the Group—4. Resolutions in Writing of Our Shareholders” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section headed “[REDACTED]”, our Directors have been granted a general unconditional mandate to exercise all of our powers to repurchase Shares with a total nominal value of not more than 10% of the total nominal value of our share capital in issue immediately following the completion of the [REDACTED].

The repurchase mandate relates only to repurchases made [REDACTED], or on any other stock exchange on which the Shares are [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Statutory and General Information—A. Further Information about our Group—6. Repurchases of our Own Securities” in Appendix IV to this document.

This general mandate to repurchase Shares will expire at the earliest of:

- (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in general meeting either unconditionally or subject to condition;
- (ii) the expiration of the period within which our Company’s next annual general meeting is required by the Articles or any other applicable laws to be held; or
- (iii) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in general meeting of our Company.

For further details of this general mandate, please see the section headed “Statutory and General Information—A. Further Information about our Group—6. Repurchases of our Own Securities” in Appendix IV to this document.