

SHARE CAPITAL

SHARE CAPITAL OF OUR COMPANY

The authorised share capital of our Company as of the Latest Practicable Date was US\$50,000 divided into 500,000,000 Shares of par value of US\$0.0001 each. Pursuant to the Shareholders' resolutions passed on [●] 2022, with effect from and conditional upon the [REDACTED], the authorised share capital of our Company shall be changed to US\$100,000.0 divided into 1,000,000,000 Shares of par value of US\$0.0001 each, and the current memorandum and articles of association of our Company shall be replaced in its entirety with the Memorandum of Association and the Articles of Association.

The following shows the authorised share capital and the share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised):

Authorised share capital:

	Aggregate nominal value US\$
<u>[1,000,000,000]</u> Shares of US\$0.0001 each	<u>[100,000.0]</u>

Shares issued or to be issued, fully paid or credited as fully paid upon completion of [REDACTED] and the [REDACTED]:

Number of shares		Aggregate nominal value US\$	Approximate percentage of issued share capital (%)
[52,593,000]	Shares in issue as at the date of this [REDACTED]	[5,259.30]	[REDACTED]
[REDACTED]	Shares in issue pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Total	<u>[REDACTED]</u>	<u>100.0%</u>

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ASSUMPTIONS

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

RANKING

The [REDACTED] 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 [REDACTED] other than entitlement under the [REDACTED].

[REDACTED]

Pursuant to Rule 8.08(1)(a) of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of 25% of the total issued share capital of our Company in the hands of the public (as defined in the Listing Rules).

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

General mandate to issue Shares

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total number of not more than the sum of:

- 20% of the number of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED]; and
- the total number 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;
- upon the expiry of the period within which our Company is required by any applicable law or the Articles of Association or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

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For details of this general mandate, please refer to the paragraph headed "Statutory and General Information — A. Further information about our Company and Subsidiaries — 4. Resolutions of the Shareholders passed on [●] 2022" set out in Appendix IV to this [REDACTED].

General mandate to repurchase Shares

Subject to the [REDACTED] 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 a total number of up to 10% of the total number of our Shares in issue immediately following completion of the [REDACTED] and the [REDACTED].

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are [REDACTED] (and which are recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. For a summary of the relevant Listing Rules, please refer to the paragraph headed "Statutory and General Information — A. Further information about our Company and Subsidiaries — 6. Repurchases by our Company of its own Securities" set out in Appendix IV to this [REDACTED].

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

- the conclusion of the next annual general meeting of our Company;
- upon the expiry of the period within which our Company is required by any applicable law or the Articles of Association or any applicable laws of the Cayman Islands to hold its next annual general meeting; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

For details of this general mandate to repurchase Shares, please refer to the paragraph headed "Statutory and General Information — A. Further information about our Company and Subsidiaries — 4. Resolutions of the Shareholders passed on [●] 2022" set out in Appendix IV to this [REDACTED].

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Upon completion of [REDACTED] and the [REDACTED], our Company has only one class of shares in issue, namely Shares, each of which shall rank pari passu with the other Shares.

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Pursuant to the Cayman Islands Companies Act and the terms of the Memorandum and Articles of Association, our Company may from time to time by ordinary shareholders' resolution: (i) increase its share capital; (ii) consolidate and divide any of its share capital into Shares of larger amount; (iii) subdivide its Shares into Shares of smaller amount; or (iv) cancel any Shares which have not been taken. In addition, our Company may reduce or redeem its share capital by shareholders' special resolution. For details, please refer to the paragraph headed "Summary of the Constitution of our Company and Cayman Companies Act — 2. Articles of Association — (a) Shares — (iii) Alteration of capital" in Appendix III to this [REDACTED].

Pursuant to the Cayman Islands Companies Act and the terms of the Memorandum and Articles of Association, all or any of the rights attached to the Share or any class of Shares may only be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. For details, please refer to the paragraph headed "Summary of the Constitution of our Company and Cayman Companies Act — 2. Articles of Association — (a) Shares — (ii) Variation of rights of existing shares or classes of shares" in Appendix III to this [REDACTED].