

SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid as of the date of this document and immediately following the completion of the [REDACTED]:

1. Share Capital as of the date of this document

(a) Authorised share capital

Number	Description	Approximate aggregate nominal value of shares (US\$)
4,632,000,000	Ordinary Shares of US\$0.00001 each	46,320
50,000,000	Series A-1 Preferred Shares of par value US\$0.00001 each	500
318,000,000	Series A-2 Preferred Shares of par value US\$0.00001 each	3,180
<u>5,000,000,000</u>	Total	<u>50,000</u>

(b) Issued share capital

Number	Description	Approximate aggregate nominal value of shares (US\$)
601,004,935	Ordinary Shares of US\$0.00001 each	6,010
50,000,000	Series A-1 Preferred Shares of par value US\$0.00001 each	500
317,995,065	Series A-2 Preferred Shares of par value US\$0.00001 each	3,180
<u>969,000,000</u>	Total	<u>9,690</u>

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2. Share Capital immediately after the completion of the [REDACTED]

(a) Authorised share capital

Number	Description	Approximate aggregate nominal value of shares (US\$)
<u>5,000,000,000</u>	Ordinary Shares of US\$0.00001 each	<u>50,000</u>
<u><u>5,000,000,000</u></u>	Total	<u><u>50,000</u></u>

(b) Issued share capital

Number	Description	Approximate aggregate nominal value of shares (US\$)
969,000,000	Ordinary Shares in issue immediately before the [REDACTED] of US\$0.00001 each	9,690
<u>[REDACTED]</u>	Ordinary Shares of US\$0.00001 to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised)	<u>[REDACTED]</u>
<u><u>[REDACTED]</u></u>	Total	<u><u>[REDACTED]</u></u>

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and the Shares are issued pursuant to the [REDACTED]. 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 [REDACTED] will rank *pari passu* in all respects with all Shares currently in issue or to be issued as mentioned in this document, 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 document.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act 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 be subject to the provisions of the Cayman Companies Act reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. See the section headed “Summary of the Constitution of our Company and Cayman Islands Company Law – Summary of the Constitution of the Company – Articles of Association – Alteration of capital” in Appendix III for further details.

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 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 [REDACTED]; 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; 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 in general meeting.

See the section headed “Statutory and General Information – A. Further Information about our Group – Resolutions of the Shareholders of Our Company dated [●]” in Appendix IV for further details.

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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 nominal value of up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of 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 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 “Statutory and General Information – A. Further Information about our Group – Repurchase of Our Own Securities” in Appendix IV to this document.

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 in a general meeting.

See “Statutory and General Information – A. Further Information about our Group – Repurchase of Our Own Securities” in Appendix IV for further details.