

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company immediately prior to and upon the completion of the [REDACTED].

1. Share capital at the date of this Document

(i) Authorized share capital

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Percentage of total number of Shares for each type of Shares
Ordinary Shares	453,594,070	45,359	90.72%
Series A-1 Preferred Shares	16,956,096	1,696	3.39%
Series A-2 Preferred Shares	11,304,064	1,130	2.26%
Series B Preferred Shares	18,145,770	1,815	3.63%
Shares in total	500,000,000	50,000	100.00%

(ii) Issued share capital

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Percentage of total number of Shares for each type of Shares
Ordinary Shares	94,146,939	9,415	66.98%
Series A-1 Preferred Shares	16,956,096	1,696	12.06%
Series A-2 Preferred Shares	11,304,064	1,130	8.04%
Series B Preferred Shares	18,145,770	1,815	12.91%
Shares in total	140,552,869	14,055	100.00%

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2. Share capital immediately following the completion of the [REDACTED] (assuming each Preferred Share is converted into one Share)

(i) *Authorized share capital*

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)
Authorized share capital	500,000,000	50,000

(ii) *Issued and to be issued, fully paid or credited to be fully paid*

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)
Shares in issue as of the date of this Document	140,552,869	14,055
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Shares in total	[REDACTED]	[REDACTED]

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional and the Shares are issued pursuant to the [REDACTED]. The above does not take into account any shares which may be issued pursuant to the exercise of the [REDACTED] or any Shares which may be issued or repurchased by the Company under the general mandates granted to our Directors set forth below.

RANKING

Our Company will have only one class of Shares upon completion of the [REDACTED], namely ordinary shares, and each ranks *pari passu* with the other Shares.

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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ALTERATIONS OF CAPITAL

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 share capital; (ii) consolidate or divide its share capital into shares of a larger or smaller amount; (iii) divide its unissued shares into several classes; (iv) subdivide its shares into shares of a smaller amount; and (v) cancel any shares which have not been taken and diminish the amount of its share capital by the amount of the shares so cancelled. In addition, our Company may subject to the provisions of the Cayman Companies Act reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. For further details, see “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands — 2. Articles of Association — 2.1 Shares — (c) Alteration of Capital” in Appendix III.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have 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] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED], if any); and
- the aggregate nominal value of Shares repurchased by the Company 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 “Statutory and General Information — A. Further Information About Our Company and Our Subsidiaries — 5. Resolutions Passed by Our Shareholders on [●], [REDACTED]” in Appendix IV for further details of this general mandate.

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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 to be issued pursuant to the exercise of the [REDACTED], if any).

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 recognized 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, see “Statutory and General Information — A. Further Information About Our Company and Our Subsidiaries — 6. Restrictions on Share Repurchases” in Appendix IV.

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 general meeting.

See “Statutory and General Information — A. Further Information About Our Company and Our Subsidiaries — 5. Resolutions Passed by Our Shareholders on [●], [REDACTED]” in Appendix IV for further details of this general mandate.