
SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

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

Before Share Consolidation

		Aggregate par value (US\$)
<i>Authorized share capital</i>		
6,000,000,000	Shares of par value of US\$0.0001 each as of the date of this document	600,000
<i>Issued and to be issued, fully paid or credited as fully paid as of the date of this document</i>		
3,865,684,688	Shares of par value of US\$0.0001 each in issue as at the date of this document (assuming all preferred shares are converted into ordinary Shares on a 1:1 basis)	386,568.469

After Share Consolidation

		Aggregate par value (US\$)
<i>Authorized share capital</i>		
1,200,000,000	Shares of par value of US\$0.0005 each immediately upon completion of the Share Consolidation	600,000
<i>To be issued, fully paid or credited as fully paid immediately upon Share Consolidation and immediately prior to completion of the [REDACTED]</i>		
[773,136,937]	Shares of par value of US\$0.0005 each in issue immediately upon completion of the Share Consolidation and immediately prior to completion of the [REDACTED] (assuming all Preferred Shares are converted into Ordinary Shares on a 1:1 basis)	[386,568.469]

To be issued, fully paid or credited as fully paid immediately upon completion of the [REDACTED]

[REDACTED]	Shares of par value of US\$0.0005 each to be [REDACTED] under the [REDACTED]	[REDACTED]
[REDACTED]	Total Shares of par value of US\$0.0005 each in issue immediately upon completion of the [REDACTED]	[REDACTED]

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ASSUMPTION

The above table assumes that the [REDACTED] becomes unconditional and the Shares are issued pursuant to the [REDACTED]. The above table does not take into account any Shares which may be allotted and issued pursuant to the exercise of options which may be granted under the Share Incentive Schemes or any Shares 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 will rank equally in all respects with all Shares in issue or to be issued as set forth in the above table, and will qualify and rank in full for all dividends or other distributions declared, made or paid after the date of this document.

SHARE INCENTIVE SCHEMES

We have adopted the Pre-[REDACTED] Share Option Scheme and conditionally adopted the Post-[REDACTED] Share Option Scheme. The principal terms of the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme are summarized in the section headed “Statutory and General Information – D. Share Incentive Scheme” in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

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. Pursuant to the Cayman Companies Act and the terms of the Memorandum 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 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 details, please refer to the section headed “Appendix III – Summary of the Constitution of the Company and Cayman Islands Company Law” in this document.

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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 and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with at any time subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, shall not exceed the sum of:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following completion of the [REDACTED]; and
- (b) the nominal amount of our share capital repurchased by the Company (if any) pursuant to the repurchase mandate (as mentioned below).

This mandate does not cover Shares to be allotted, issued, or dealt with under a rights issue or scrip dividend scheme or similar arrangements or a specific authority granted by our Shareholders or upon the exercise of options which were granted under the Pre-[REDACTED] Share Option Scheme or may be granted under the Post-[REDACTED] Share Option Scheme.

This mandate to issue Shares will remain in effect until:

- (i) at the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting,

whichever is the earliest.

For further details of this general mandate, please see the section headed “Statutory and General Information – A. Further Information about Our Group – 4. Resolutions of the Shareholders of the Company Passed on [●]” in Appendix IV to this document.

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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 Shares with an aggregate nominal value of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the [REDACTED] (excluding any Shares which may be allotted and issued pursuant to the exercise of options which were granted under the Pre-[REDACTED] Share Option Scheme or may be granted under the Post-[REDACTED] Share Option Scheme).

This mandate relates to repurchases made on the Stock Exchange, or on any other stock exchange which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and regulations and the requirements of 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 – 5. Restrictions on Repurchase”.

This general mandate to repurchase Shares will remain in effect until:

- (a) at the conclusion of our next annual general meeting; or
- (b) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Articles of Association; or
- (c) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting, whichever is the earliest.

For further details of this general mandate, please see the paragraph headed “Statutory and General Information – A. Further Information about Our Group – 4. Resolutions of the Shareholders of the Company Passed on [●]” in Appendix IV to this document.