

SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

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

	Total nominal value (US\$)
<i>Authorised share capital</i>	
<u>500,000,000</u> Shares of US\$0.0001 each as at the date of this document	<u>50,000</u>
Issued and to be issued, fully paid or credited as fully paid	
202,000,000 Shares in issue as at the date of this document	20,200
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

Immediately after the completion of the [REDACTED] and [REDACTED] and assuming the [REDACTED] is fully exercised, the share capital of our Company will be as follows:

	Total nominal value (US\$)
<i>Authorised share capital</i>	
<u>500,000,000</u> Shares as at the date of this document	<u>50,000</u>
Issued and to be issued, fully paid or credited as fully paid	
202,000,000 Shares in issue as at the date of this document	20,200
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED] Shares to be issued pursuant to the exercise of the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u> Total	<u>[REDACTED]</u>

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and is completed in accordance with the relevant terms and conditions and that the Shares are issued pursuant to the [REDACTED] and [REDACTED]. The above does not take into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or any Shares which may be allotted and issued or repurchased by us pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

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MINIMUM PUBLIC FLOAT

According to Rule 8.08 of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, at least 25% of the total issued share capital of our Company shall be held by the public (as defined in the Listing Rules).

RANKING

The [REDACTED] will be ordinary shares in the share capital of our Company and will rank equally in all respects 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 document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company has only one class of Shares, namely ordinary shares, each of which carries the same rights as the other shares.

Pursuant to the Cayman Companies Act and the terms of our Memorandum and Articles of Association, our Company may from time to time by shareholders’ ordinary resolution (i) increase its share capital; (ii) consolidate and divide its share capital into Shares of larger amount; (iii) divide its Shares into several classes; (iv) sub-divide 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 provision of the Cayman Companies Act, reduce its share capital or capital redemption reserve by shareholders’ special resolution.

For more details, please refer to the section headed “Summary of the constitution of the Company and Cayman Islands Company Law” in Appendix IV to this document.

SHARE INCENTIVE SCHEMES

We [have conditionally adopted] the [REDACTED] Share Option Scheme. The principal terms of the [REDACTED] Share Option Scheme are summarised under the paragraph headed “D. Share Incentive Scheme” in Appendix V to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section headed “Structure and Conditions of the [REDACTED] — Conditions of the [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 number of Shares allotted or agreed to be allotted by the Directors other than pursuant to:

- (a) a rights issue;

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- (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 of Association;
- (c) a specific authority granted by the Shareholders in general meeting,

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 [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise 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 paragraph headed “General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will expire:

- (1) at the conclusion of our next annual general meeting; or
- (2) at the end of the period within which we are required by any applicable law or our Articles of Association to hold our next annual general meeting; or
- (3) when varied or revoked by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

For further details of this general mandate, please see the paragraph headed “A. Further Information about Our Group — 4. Written resolutions of the Shareholders passed on [●]” in Appendix V to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section headed “Structure and Conditions of the [REDACTED] — Conditions of the [REDACTED]” in this document, 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 number of Shares in issue immediately following the completion of the [REDACTED] and [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]).

This general mandate relates only to repurchases made on the Hong Kong Stock Exchange, or on any other stock exchange on which the Shares are [REDACTED] (and which is recognised by the SFC and the Hong Kong 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 paragraph headed “A. Further Information about our Group — 5. Repurchase of our Shares by our Company” in Appendix V to this document.

This general mandate to repurchase Shares will expire:

- (i) at the conclusion of our next annual general meeting; or

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- (ii) at the end of the period within which we are required by any applicable law or our Articles of Association to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

For further details of this general mandate, please see the paragraph headed “A. Further Information about our Group — 4. Written resolutions of the Shareholders passed on [●]” in Appendix V to this document.