

## SHARE CAPITAL

### AUTHORISED AND ISSUED SHARE CAPITAL

The two tables below provides a description of the authorised and issued share capital of our Company immediately following the [REDACTED] and upon Listing (subject to the Assumptions, including following the Share Subdivision):

#### *Authorised share capital*

Number of Shares	Description of Shares	Aggregate nominal value of Shares
20,000,000,000 . . . . .	Ordinary shares of a par value of US\$[0.0000025] each	US\$50,000

#### *Issued share capital*

Number of Shares	Description of Shares	Aggregate nominal value of Shares
616,541,252 . . . . .	Shares of a par value of US\$[0.0000025] each in issue as at the date of this document	US\$1,541.35
[REDACTED] . . . . .	Shares of a par value of US\$[0.0000025] each to be issued pursuant to the [REDACTED]	<u>US\$[REDACTED]</u>
[REDACTED] . . . . .	Shares in issue immediately following the [REDACTED] and upon Listing	<u>US\$[REDACTED]</u>

### CONVERSION OF PREFERRED SHARES UPON LISTING

As at the date of this document and prior to Listing, our issued share capital comprised 491,225,068 Preferred Shares and 125,316,184 ordinary Shares (for the avoidance of doubt, these Share numbers are after the Share Subdivision and represent a Share of par value US\$0.0000025 each). See “History, reorganization and corporate structure—Capitalisation” for further details. Pursuant to the shareholders’ agreement currently in effect and which shall terminate upon Listing, and our Company’s articles of association currently in effect and which shall be replaced in its entirety with the Articles of Association upon Listing, all Preferred Shares shall be automatically and immediately converted into ordinary shares on a one-to-one basis. Following this conversion, our Company will have in issue 491,225,068 additional ordinary Shares (being those converted from Preferred Shares), representing approximately [REDACTED]% of the total number of issued Shares immediately before the [REDACTED] and approximately [REDACTED]% of the total number of issued Shares immediately following the [REDACTED] (subject to the Assumptions).

### RANKING

The [REDACTED] are ordinary shares and 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. Upon Listing, our Company will have one class of issued Shares and each issued Share shall entitle its holder to one vote at a general meeting of our Company.

### POTENTIAL CHANGES TO SHARE CAPITAL

#### **Circumstances under which general meetings and class meetings are required**

Pursuant to the Cayman Companies Act and the terms of the Articles of Association, our Company may from time to time by ordinary resolution of shareholders (i) increase its share capital by

---

## SHARE CAPITAL

---

the creation of new shares; (ii) consolidate and divide its capital into shares of larger amount than its existing shares; (iii) subdivide its shares into shares of smaller amount; and (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person. 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. See “Summary of the constitution of our Company and Cayman Islands company law—Summary of the constitution of our Company—Articles of Association—1. Shares—(c) Alteration of capital” in Appendix III for further details.

If at any time the share capital of our Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Cayman Companies Act, be materially adversely varied only with (in addition to a special resolution to amend the Memorandum or the Articles) the consent in writing of the holders of all of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. See “Summary of the constitution of our Company and Cayman Islands company law—Summary of the constitution of our Company—Articles of Association—1. Shares—(b) Variation of rights of existing shares or classes of shares” in Appendix III for further details.

### General mandate to issue Shares

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

- (a) 20% of the total number of the Shares in issue immediately following the completion of the [REDACTED] (subject to the Assumptions); and
- (b) the total number of Shares repurchased by our Company under the authority referred to in “—General mandate to repurchase Shares”.

This general mandate to issue Shares will remain in effect until the earliest of:

- (a) 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
- (b) the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles of Association or any other applicable Laws of the Cayman Islands to be held; or
- (c) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

See “Statutory and general information—Further information about our Group—Resolutions of our Shareholders dated [●]” in Appendix IV for further details of this general mandate.

### General mandate to repurchase Shares

Subject to the [REDACTED] becoming unconditional, our Directors [have been granted] a general mandate to exercise all the powers of our Company to repurchase our own securities of up to 10% of the total number of our Shares in issue immediately following the completion of the [REDACTED] (subject to the Assumptions).

## SHARE CAPITAL

---

This repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time.

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

- (a) 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
- (b) the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles of Association or any other applicable Laws of the Cayman Islands to be held; or
- (c) the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

See “Statutory and general information—Further information about our Group—Explanatory statement on repurchase of our own securities” in Appendix IV for further details of this repurchase mandate.

### **Share Incentive Plans**

We have adopted the Share Incentive Plans, pursuant to which further Shares may be issued. See “Statutory and general information—Share Incentive Plans” in Appendix IV for further details.

### **Share Subdivision**

Our Shareholders have approved the Share Subdivision. See “Statutory and general information—Further information about our Group—Changes in share capital of our Company” in Appendix IV for further details.