

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of our authorized share capital and the amount in issue and to be issued as fully paid or credited as fully paid immediately prior to and following completion of the [REDACTED] assuming that all Preferred Shares are converted into Shares based on their respective conversion terms as disclosed in this Document:

	Number of Shares	Aggregate nominal value
Authorized share capital as of the date of this Document.....	2,500,000,000	US\$50,000.00
– Shares in issue as of the date of this Document and immediately prior to the [REDACTED]	706,163,791	US\$14,123.28
– Shares to be issued under the [REDACTED]	[REDACTED]	US\$[REDACTED]
Shares in issue immediately following the [REDACTED]	[REDACTED]	US\$[REDACTED]

Assumptions

The above table (i) assumes that the [REDACTED] becomes unconditional and Shares are issued pursuant to the [REDACTED], (ii) does not take into account any Shares that may be issued or canceled or any other potential change to the share capital as described in “– Potential changes to share capital” below, (iii) assumes the [REDACTED] is not exercised.

Ranking

The [REDACTED] are ordinary shares in our share capital and rank equally with all Shares currently in issue and, in particular, will rank equally 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.

POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances under which general meeting and class meeting are required

Pursuant to the Cayman Companies Act and the terms of the Memorandum and Articles, the Company may from time to time by ordinary resolution in a general meeting: (a) increase its capital; (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares; (c) 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, and diminish the amount of its share capital by the amount of the shares so canceled subject to the provisions of the Cayman Companies Act; (d) divide its share into several classes; and (e) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum.

For details, please refer to the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law and Taxation – 2. Articles of Association – 2.1(c). Alteration of capital” in Appendix III to this Document.

If at any time the share capital of the 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 and the terms of the Memorandum and Articles, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths of the voting rights of the holders of the 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.

SHARE CAPITAL

For details, please refer to the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law and Taxation – 2. Articles of Association – 2.1(b). Variation of rights of existing shares or classes of shares” in Appendix III to this Document for details.

General mandate to issue Shares

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

- 20% of the total number of Shares in issue immediately following completion of the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]); and
- the total number of Shares repurchased by our Company pursuant to the authority referred to in “– General mandate to repurchase Shares” below.

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

- the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the Memorandum and Articles of our Company; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

General mandate to repurchase Shares

Subject to the [REDACTED] becoming unconditional, our Directors were granted a general mandate to repurchase our own Shares up to 10% of the total number of Shares in issue immediately following completion of the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]).

This mandate only relates to repurchases on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, and in accordance with all applicable laws and the requirements under 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:

- the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the Memorandum and Articles of our Company; and
- the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

See “Statutory and general information – A. Further Information About Our Company and our Subsidiaries – 5. Explanatory Statement on Repurchase of our Own Securities” in Appendix IV to this Document for further details of this general mandate to repurchase Shares.