

## SHARE CAPITAL

### AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized share capital of our Company as of the Latest Practicable Date and immediately following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Shares which may be issued pursuant to the Share Option Schemes):

#### Authorized share capital

<u>Number of Shares</u>	<u>Description of Shares</u>	<u>Total Nominal Value</u>
		<i>(US\$)</i>
<u>5,000,000,000</u>	ordinary Shares of US\$0.00001 each	<u>50,000</u>

The following is a description of the issued share capital of the Company in issue and to be issued as fully paid or credited as fully paid prior to and following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Shares which may be issued pursuant to the Share Option Schemes):

#### Issued share capital

<u>Number of Shares</u>	<u>Description of Shares</u>	<u>Total Nominal Value</u>
		<i>(US\$)</i>
542,914,624	ordinary Shares of US\$0.00001 each in issue as of the Latest Practicable Date	5,429.15
[REDACTED]	ordinary Shares of US\$0.00001 each to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	ordinary Shares of US\$0.00001 each to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	<b>Total</b>	<u>[REDACTED]</u>

---

## SHARE CAPITAL

---

### 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 [REDACTED], the Share Option 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 rank equally with all ordinary 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 ordinary shares in respect of a record date which falls after the date of this document (other than the [REDACTED]).

### [REDACTED]

Pursuant to the resolutions of our Shareholders passed on [•], subject to and conditional upon the share premium account of our Company being credited as a result of the issue of [REDACTED] pursuant to the [REDACTED], our Directors were authorized to allot and issue a total of [REDACTED] Shares credited as fully paid at par to the holders of Shares whose names are entered on the principal register of members of the Company maintained in the Cayman Islands prior to the [REDACTED] (or as they may direct) in proportion to their respective shareholdings by way of [REDACTED] of the sum of approximately US\$[REDACTED] standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the then existing issued Shares.

### CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS AND CLASS MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of our 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 Shares 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 capital or capital redemption reserve by special resolution of shareholders. For details, please refer to the section headed "Summary of the constitution of our Company and the Cayman Companies Act – 2. Articles of Association – 2.1 Shares – (c) Alteration of capital" in Appendix IV to this document.

---

## SHARE CAPITAL

---

Pursuant to the Cayman Companies Act and the terms of our Memorandum and Articles of Association, all or any of the special rights attached to the Share or any class of Shares may be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that class. For details, please refer to the section headed “Summary of the constitution of our Company and the Cayman Companies Act – 2. Articles of Association – (a) Shares – (ii) Variation of rights of existing shares or classes of shares” in Appendix IV to this document.

Further, our Company will also hold general meetings from time to time as may be required under the Articles of Association, a summary of which is set out in the section headed “Summary of the Constitution of our Company and the Cayman Companies Act” in Appendix IV to this Document.

### GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Subject to the conditions in the section headed “Structure of the [REDACTED] – The [REDACTED]” in this document, our Directors have been granted general unconditional mandates to issue and repurchase our Shares.

For further details of these general mandate, please refer to the section headed “Statutory and general Information – A. Further information about our Group – 3. Resolutions in writing of the Shareholders of our Company passed on [•]” in Appendix V to this document.

### SHARE OPTION SCHEMES

We have adopted the [REDACTED] Stock Incentive Plan and conditionally adopted the [REDACTED] Share Option Scheme, pursuant to which we have granted the [REDACTED] Share Options and may grant Options under the [REDACTED] Share Option Scheme to eligible directors, officers and employees of our Group. The principle terms of the Share Option Schemes are summarized in the section headed “Statutory and general Information – D. Share Option Schemes” in Appendix V to this document.