

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 or credited as fully paid immediately prior to and following the completion of the [REDACTED] and the [REDACTED]:

Authorized share capital at the date of this document

Number of shares	Description of shares	Total nominal value
		<i>US\$</i>
[REDACTED]	Ordinary share with a par value of US\$0.0001 each	[REDACTED]
<u>[REDACTED]</u>	Shares in total	<u>[REDACTED]</u>

Issued and to be issued, fully paid or credited to be fully paid upon completion of the [REDACTED]

Assuming the [REDACTED] is not exercised, the issued share capital of our Company immediately following the completion of the [REDACTED] and the [REDACTED] will be as follows:

Number of shares	Description of shares	Total nominal value	Approximate percentage of issued share capital
		<i>US\$</i>	<i>%</i>
[REDACTED]	Shares in issue at the date of this document	[REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares in total	<u>[REDACTED]</u>	<u>100.00</u>

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Assuming the [REDACTED] is exercised in full, the issued share capital of our Company immediately following the completion of the [REDACTED] and the [REDACTED] will be as follows:

Number of shares	Description of shares	Total nominal value	Approximate percentage of issued share capital
		<i>US\$</i>	<i>%</i>
[REDACTED]	Shares in issue at the date of this document	[REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares in total	<u>[REDACTED]</u>	<u>100.00</u>

ASSUMPTIONS

The above table assumes that the [REDACTED] has become unconditional and the issue of Shares pursuant to the [REDACTED] is made as described herein. The above table does not take into account any Shares which may be issued under the Pre-[REDACTED] Share Scheme and the Post-[REDACTED] Share Scheme, or which may be allotted and issued or repurchased by our Company under the general mandate for the allotment and issuance of Shares or the general mandate for repurchase of Shares granted to our Directors as referred to below or otherwise.

MINIMUM PUBLIC FLOAT

According to Rule 8.08 of the Listing Rules, at the time of the Listing 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 rank equally 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.

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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 shareholders’ resolution (i) increase its share capital; (ii) consolidate and divide all or any of its capital into Shares of larger amount than the existing Shares; (iii) subdivide its existing Shares or the whole or any part of its share capital into Shares of smaller amount than is fixed by the Memorandum and Articles of Association; and (iv) cancel any Shares which have not been taken. In addition, our Company may by special resolution reduce its share capital or any capital redemption reserve fund, subject to the provisions of the Cayman Companies Act. For more details, please see the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law – Summary of the Constitution of the Company – 2. Articles of Association – 2.4 Alteration of capital” in Appendix III.

Pursuant to the Cayman Companies Act and the terms of our Memorandum and Articles of Association, all or any of the rights attached to the Shares or any class of Shares may, subject to the Cayman Companies Act, be varied only with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued Shares of that class or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate general meeting of the holders of the Shares of that class. For more details, please see the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law – Summary of the Constitution of the Company – 2. Articles of Association – 2.3 Variation of rights of existing shares or classes of shares” in Appendix III.

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 subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed the aggregate of:

- (i) 20% of the total number of our Shares in issue upon completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the [REDACTED] and any Shares which may be issued under the Pre-[REDACTED] Share Scheme and the Post-[REDACTED] Share Scheme); and
- (ii) the total number of Shares repurchased by our Company under the authority referred to in the paragraph headed “– General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will expire at the earliest of:

- (i) 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

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- (ii) 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 to be held; or
- (iii) the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in general meeting.

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

GENERAL MANDATE TO REPURCHASE SHARES

Subject the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase our own securities with a total number of up to 10% of our Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (excluding any additional Shares which may be issued pursuant to the exercise of the [REDACTED] and any Shares which may be issued under the Pre-[REDACTED] Share Scheme and the Post-[REDACTED] Share Scheme).

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the securities of our Company are listed (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the rules and regulations of the SFC, the Stock Exchange, the Cayman Companies Act and all other applicable laws. Further information required by the Stock Exchange to be included in this document regarding the repurchase of our own securities are set out in the section headed “Statutory and General Information – A. Further Information about Our Group – 6. Repurchases of Our Own Securities” in Appendix IV.

This general mandate to repurchase Shares will expire at the earliest of:

- (i) 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
- (ii) 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 to be held; or
- (iii) the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

For further details of the general mandate to repurchase Shares, please refer to the section headed “Statutory and General Information – A. Further Information about Our Group – 6. Repurchases of Our Own Securities” in Appendix IV.

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SHARE INCENTIVE SCHEMES

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