

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the (i) authorized and issued share capital of our Company; and (ii) shares in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the [REDACTED] (without taking into account any exercise of the share options granted under the [REDACTED] Share Option Schemes):

As of the Latest Practicable Date, our authorized share capital is US\$500,000 divided into 10,000,000,000 ordinary shares, with a par value of US\$0.00005 each. As of the Latest Practicable Date, our issued share capital consisted of 1,000,000,000 Shares.

Assuming the [REDACTED] is not exercised and without taking into account any exercise of the share options granted under the [REDACTED] Share Option Schemes, the share capital of our Company immediately after the [REDACTED] will be as follows:

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Shares in issue	1,000,000,000	50,000	[REDACTED]
Shares to be issued under the [REDACTED].	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

Assuming the [REDACTED] is exercised in full but without taking into account any exercise of the share options granted under the [REDACTED] Share Option Schemes, the share capital of our Company upon completion of the [REDACTED] will be as follows:

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Shares in issue	1,000,000,000	50,000	[REDACTED]
Shares to be issued under the [REDACTED].	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

SHARE CAPITAL

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and that Shares are issued pursuant to the [REDACTED]. The above tables also do not take into account any Shares which may be issued or repurchased by us under the general mandates granted to our Directors as referred to below.

RANKING

The [REDACTED] 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 [REDACTED] which falls after the date of this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Our Company will have only one class of Shares, namely ordinary shares, and each ranks *pari passu* with the other Shares upon completion of the [REDACTED].

Pursuant to the Cayman Companies Act and the terms of the Memorandum of Association 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 capital 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 share capital or capital redemption reserve by its Shareholders passing a special resolution. 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 to this document for further details.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate (the “**Issue Mandate**”) to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- 20% of the issued share capital of our Company immediately following the completion of the [REDACTED] (excluding any Shares which may fall to be issued upon the exercise of the [REDACTED] and the [REDACTED] Share Option Schemes); and
- the number of Shares repurchased by our Company (if any) under the general mandate to repurchase Shares referred to below.

The Issue Mandate will expire at the earliest of:

- the conclusion of our Company’s next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

SHARE CAPITAL

For further details of the Issue Mandate, please see the section headed “Statutory and General Information — A. Further Information about Our Group — 4. Resolutions in writing of our Shareholders passed on [●], 2023” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted a general unconditional mandate (the “**Repurchase Mandate**”) to exercise all the powers of our Company to repurchase our own securities with a nominal value of up to 10% of the aggregate number of our Shares in issue as of the [REDACTED].

The Repurchase Mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules.

A summary of the relevant Listing Rules is set out in the section headed “Statutory and General Information — A. Further Information about Our Group — 5. Restrictions on Repurchase” in Appendix IV to this document.

The Repurchase Mandate will expire at the earliest of:

- the conclusion of our Company’s next annual general meeting; or
- when varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting.

For further details of the Repurchase Mandate, please see the section headed “Statutory and General Information — A. Further Information about Our Group — 4. Resolutions in writing of our Shareholders passed on [●], 2023” in Appendix IV to this document.

SHARE OPTION SCHEMES

Our Company adopted the 2021 [REDACTED] Share Option Scheme and the 2023 [REDACTED] Share Option Scheme, in November 2021 and in March 2023 respectively. For further details of the [REDACTED] Share Option Schemes, please see the section headed “Statutory and General Information — E. [REDACTED] Share Option Schemes” in Appendix IV to this document.