

SHARE CAPITAL

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The following is a description of the authorised and issued share capital of our Company immediately following the completion of the [REDACTED]:

(i) Authorised share capital

		Approximate aggregate nominal value of shares
Number	Description of Shares	
2,500,000,000	Shares	US\$25,000,000

(ii) Issued and to be issued, fully paid or credited to be fully paid

		Approximate aggregate nominal value of shares
Number	Description of Shares	
939,953,815	Shares in issue as at the date of this document	US\$9,399,538.15
[REDACTED]	Shares to be issued pursuant to Phase 3 of the Reorganisation ⁽¹⁾	US\$[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	US\$[REDACTED]
[REDACTED]	Shares to be issued to Directors pursuant to satisfaction of certain [REDACTED] Awards ⁽²⁾	US\$[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	US\$[REDACTED]
[REDACTED]	Total	US\$[REDACTED]

(1) The [REDACTED] Shares to be issued pursuant to Phase 3 of the Reorganisation comprise, based on the assumptions set out on this page 454:

- (i) [REDACTED] Shares as converted from 69,578,760 Series A Conversion Shares;
- (ii) [REDACTED] Shares as converted from 7,588,050 Series B-2 Conversion Shares; and
- (iii) [REDACTED] Shares as converted from 118,917,000 Series B-3 Conversion Shares.

(2) For further details, please refer to the [REDACTED] Awards granted in the form of RSUs to Directors of our Company as described in the section headed “Appendix V – Statutory and General Information – Equity Incentive Plans”.

SHARE CAPITAL

ASSUMPTIONS

The above table assumes that (a) Phase 3 of the Reorganisation, the [REDACTED], the issue of Shares to Directors pursuant to satisfaction of certain [REDACTED] Awards and the [REDACTED] have become unconditional and completed; (b) in accordance with Phase 3 of the Reorganisation, the Management Shares, Series P Conversion Shares and Series A/B-2/B-3 Conversion Shares are converted to Shares based on the [REDACTED] and the expected [REDACTED] of [REDACTED]; (c) the relevant number of Shares to be issued to Directors and pursuant to the [REDACTED] in satisfaction of the outstanding [REDACTED] Awards is calculated based on the [REDACTED], as applicable; and (d) the [REDACTED] is not exercised; and not taking into account any Shares which may be issued between the Latest Practicable Date and the [REDACTED] to satisfy any exercise of any [REDACTED] granted or to be granted under the [REDACTED] Awards, or issued or repurchased by our Company pursuant to the general mandates granted to the Directors to issue or repurchase shares. For further details in respect of calculations of the number of Shares converted from Management Shares, Series P Conversion Shares and Series A/B-2/B-3 Conversion Shares as a result of Phase 3 of the Reorganisation, please refer to the section headed “*History, Reorganisation and Corporate Structure – Reorganisation – Phase 3: Conversion of Management Shares, Series P Conversion Shares, and Series A/B-2/B-3 Conversion Shares into Shares*”.

RANKING

The [REDACTED] will rank *pari passu* in all respects with all of the 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.

[REDACTED]

CAPITALISATION ISSUE

In order to satisfy the [REDACTED] Awards (other than certain [REDACTED] Awards granted to Directors which are satisfied upon the [REDACTED]), the Shareholders have passed a resolution on to authorise the Directors to capitalise the sum of up to US\$[REDACTED] standing to the credit of the share premium account of our Company to allot and issue up to [REDACTED] Shares to the trustee of the Equity Incentive Plans (the “**Capitalisation Issue**”). Such issue will be completed at the same time of the completion of

SHARE CAPITAL

the [REDACTED]. Such issue of up to [REDACTED] Shares will be used to satisfy the [REDACTED] Awards in accordance with their terms after the [REDACTED]⁽¹⁾. The Shares to be allotted and issued pursuant to this resolution shall rank pari passu with all existing Shares.

EQUITY INCENTIVE PLANS

Our Group has adopted the Share Option and RSU Plan, the Share Award Plan and the Employee Share Purchase Plan. Please refer to “Appendix V – Statutory and General Information – D. Equity Incentive Plans.”

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of the Articles, 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 reduce its share capital by special shareholders’ resolution. For more details, see “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law.”

GENERAL MANDATES 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 or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate number of Shares allotted or agreed to be allotted by the Directors other than pursuant to a (i) rights issue, (ii) any scrip dividend scheme of similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares or (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:

- (i) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the [REDACTED]; and
- (ii) the nominal amount of our share capital repurchased by our Company (if any) under the general mandate to repurchase Shares.

(1) Some of the [REDACTED] Awards were granted under the Share Option and RSU Plan in respect of FL and FGL shares (subject to conversion into and/or satisfaction by Management Shares or Shares pursuant to Phase 2 and Phase 3 of the Reorganisation, as applicable) and some [were granted] under the Share Award Plan in respect of Shares. The maximum number of Shares disclosed here (and the percentage of our issued share capital) underlying the [REDACTED] Awards immediately following the completion of the [REDACTED] is calculated based on the [REDACTED] to show the maximum dilution impact. The actual number of Shares to be issued pursuant to the [REDACTED], being the final maximum number of Shares to be allotted and issued and/or transferred in accordance with the terms of the [REDACTED] Awards after the [REDACTED] and calculated pursuant to the actual [REDACTED], will be disclosed in the allotment results announcement.

SHARE CAPITAL

This mandate to issue Shares will remain in effect during the period from the passing of the resolution until the earliest of (i) the conclusion of our next annual general meeting of our Company; (ii) the end of the period within which our Company is required by the Memorandum and Articles of Association or any applicable laws to hold its next annual general meeting; or (iii) the date on which the resolution is varied or revoked by an ordinary resolution of our Shareholders at a general meeting (the “**Relevant Period**”).

For further details of such general mandates, see “*Appendix V – Statutory and General Information – A. Further information about our Company.*”

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares on the [REDACTED], or on any other [REDACTED] on which the Shares may be listed (and which is recognised by the SFC and the [REDACTED] for this purpose), and made in accordance with all applicable laws and the requirements of the Listing Rules, not exceeding in aggregate 10% of the aggregate nominal value of our share capital in issue immediately following the completion of the [REDACTED], such mandate to remain in effect during the Relevant Period.

For further details of such general mandates, see “*Appendix V – Statutory and General Information – A. Further information about our Company.*”