
SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following completion of the [REDACTED] and the [REDACTED].

As of the date of this Document, our authorised share capital was US\$50,000 divided into 500,000,000 Shares of US\$0.0001 par value each, comprising 499,873,146 ordinary Shares, 95,878 Series A-1 Preferred and 30,976 Series A-2 Preferred Shares.

As of the date of this Document, our issued share capital consisted of 958,312 ordinary Shares, 95,878 Series A-1 Preferred and 30,976 Series A-2 Preferred Shares.

Upon [REDACTED] becoming unconditional, each share in our then issued and unissued share capital will be [REDACTED] into [REDACTED] shares of the corresponding class with nominal value of [REDACTED], and each of the issued and unissued Series A Preferred Shares will be automatically converted into ordinary Shares on a one-to-one basis by way of re-designation and re-classification. As a consequence of the [REDACTED] and re-designation, immediately prior to the completion of [REDACTED], the authorized share capital of our Company will be US\$[REDACTED] divided into [REDACTED] Shares of a nominal or par value of US\$[REDACTED].

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)
Shares in issue (including the Shares converted on a one-to-one basis by way of re-designation and re-classification of the Series A Preferred Shares)	1,085,166,000	108.5166
Shares to be issued under the [REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Total	<u>[REDACTED]</u>	<u>[REDACTED]</u>

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)
Shares in issue (including the Shares converted on a one-to-one basis by way of re-designation and re-classification of the Series A Preferred Shares)	1,085,166,000	108.5166
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

ASSUMPTIONS

The above tables assume that the [REDACTED] is completed, the [REDACTED] becomes unconditional, all Series A Preferred Shares are converted into ordinary Shares, and that the issue of Shares pursuant to the [REDACTED] (including the exercise of the [REDACTED]) are made as described herein. It takes no account of any Shares which may be issued or bought back by us pursuant to the general mandates granted to our Directors to issue or buy back Shares as described below.

RANKING

The [REDACTED] are shares in the share capital of our Company and rank equally with all Shares currently in issue or to be issued (including all Preferred Shares re-designated into Shares upon completion of the [REDACTED] and the [REDACTED]) and, in particular, will rank in full 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.

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POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances Under which General Meetings are Required

Pursuant to the Cayman Companies Act and the terms of the Memorandum and Articles of Association, our Company may from time to time by ordinary resolution of Shareholders (i) increase its share capital; (ii) consolidate and divide its share capital into Shares of larger amount; (iii) subdivide its Shares into shares of smaller amount; and (iv) 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 “Appendix III — Summary of the Constitution of our Company and Cayman Companies Act — 2 Articles of Association — 2.1 Shares — (c) Alteration of Capital” for further details.

General Mandate to Issue Shares, Sell and/or Transfer Treasury Shares and Repurchase Shares

Subject to the [REDACTED] becoming unconditional, pursuant to the Shareholders resolutions of the Company, our Directors have been granted general unconditional mandates to issue our Shares and sell and/or transfer our Shares out of treasury that are held as treasury shares and repurchase our Shares.

See “Appendix IV — Statutory and General Information — Further Information About Our Group — Resolutions of our Shareholders” for further details on the general mandates to issue and repurchase Shares.

EMPLOYEE INCENTIVE PLAN

We adopted the [REDACTED] Share Award Scheme.

For details, see the section headed “Appendix IV — Statutory and General Information — [REDACTED] Share Award Scheme”.