
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 the issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the Global Offering:

		US\$
<i>Authorized share capital as of the Latest Practicable Date:</i>		
500,000	Shares of US\$1.00 each	500,000
<i>Authorized share capital upon completion of the 16,000-for-1 Share subdivision and the Global Offering:</i>		
8,000,000,000	Shares of US\$0.0000625 each	500,000
<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the 16,000-for-1 Share subdivision and the Global Offering (assuming that the Over-allotment Option is not exercised and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme):</i>		
800,000,000	Shares in issue as of the date of this prospectus and after the 16,000-for-1 Share subdivision	50,000
644,352,000	Shares to be issued upon conversion of all Convertible Notes and after the Share subdivision	40,272
479,104,000	Shares to be issued upon the closing of the Carlyle Sale and the Logisware Share Swap and after the Share subdivision	29,944
1,035,707,000	Shares to be issued pursuant to the Global Offering	64,732
2,959,163,000	Total	184,948
<i>Issued and to be issued, fully paid or credited as fully paid upon completion of the 16,000-for-1 Share subdivision and the Global Offering (assuming that the Over-allotment Option is exercised in full and without taking into account the Shares which may be issued upon the exercise of the options which were granted under the Pre-IPO Share Option Scheme):</i>		
800,000,000	Shares in issue as of the date of this prospectus and after the 16,000-for-1 Share subdivision	50,000
644,352,000	Shares to be issued upon conversion of all Convertible Notes and after the Share subdivision	40,272
479,104,000	Shares to be issued pursuant to the closing of the Carlyle Sale and the Logisware Share Swap and after the Share subdivision	29,944
1,035,707,000	Shares to be issued pursuant to the Global Offering	64,732
72,779,000	Shares to be issued upon the Over-allotment Option being exercised in full	4,549
3,031,942,000	Total	189,496

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ASSUMPTIONS

The above tables assume that the Global Offering becomes unconditional and the Shares are issued pursuant to the Global Offering. The above does not take into account any Shares to be issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme 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.

RANKINGS

The Offer Shares will be ordinary shares in the share capital of our Company and will rank equally in all respects with all Shares in issue or to be issued as mentioned in this prospectus 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 prospectus.

PRE-IPO SHARE OPTION SCHEME

We have conditionally adopted the Pre-IPO Share Option Scheme. The principal terms of the Pre-IPO Share Option Scheme are summarized in the section headed “Statutory and General Information – D. Pre-IPO Share Option Scheme” in Appendix V to this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section headed “Structure of the Global Offering – Conditions to the Hong Kong Public Offering” in this prospectus, 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 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 nominal value of Shares allotted or agreed to be allotted by the Directors other than pursuant to:

- (a) a rights issue;
- (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with our Articles;
- (c) the exercise of any options which were granted pursuant to the Pre-IPO Share Option Scheme;
- (d) the exercise of any subscription or conversion rights attaching to any warrants or securities which are convertible into Shares or in issue prior to the date of passing the relevant resolution;
- (e) a specific authority granted by the Shareholders in general meeting,

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shall not exceed the aggregate of:

- (i) 20% of the total nominal value of the share capital of our Company in issue immediately following the completion of the Global Offering (but excluding any Shares to be issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme or any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and
- (ii) the total nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in the section headed “– General Mandate to Repurchase Shares” below.

This general mandate to issue Shares will expire:

- (1) at the conclusion of our next annual general meeting; or
- (2) at the expiration of the period within which we are required by any applicable law or our Articles to hold our next annual general meeting; or
- (3) when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

See “Appendix V – Statutory and General Information – A. Further Information About Our Group – 3. Resolutions in Writing of the Shareholders of Our Company Passed on June 14, 2016” for further details of this general mandate.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the conditions stated in the section headed “Structure of the Global Offering – Conditions to the Hong Kong Public Offering”, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase Shares with a total nominal value of not more than 10% of the total nominal value of our share capital in issue immediately following the completion of the Global Offering (but excluding any Shares to be issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme or any Shares which may be issued pursuant to the exercise of the Over-allotment Option).

This general mandate relates only to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of 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 – 6. Repurchases of Our Own Securities” in Appendix V to this prospectus.

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This general mandate to repurchase Shares will expire:

- (i) at the conclusion of our next annual general meeting; or
- (ii) at the expiration of the period within which we are required by any applicable law or our Articles to hold our next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

See “Appendix V – Statutory and General Information – A. Further Information About Our Group – 3. Resolutions in Writing of the Shareholders of Our Company Passed on June 14, 2016” for further details of this general mandate.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Upon completion of the Global Offering, our Company will have only one class of Shares, namely ordinary shares, each of which ranks *pari passu* with the other Shares.

Pursuant to the Cayman Companies Law and the terms of our Memorandum and the Articles, our Company may from time to time by ordinary shareholders’ resolution (i) increase its capital; (ii) consolidate and divide its capital into Shares of larger amount; (iii) divide its Shares into 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 or redeem its share capital by shareholders’ special resolution. See “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law – 2. Articles of Association – (A) Shares – (iii) Alternation of capital” for further details.

Pursuant to the Cayman Companies Law and the terms of the Memorandum and the Articles, if at any time the share capital of our Company is divided into different classes of shares, all or any of the special rights attached to the Share or any class of Shares (unless otherwise provided for in the terms of issue of the shares of that class) 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. See “Summary of the Constitution of our Company and Cayman Islands Company Law – 2. Articles of Association – (A) Shares – (ii) Variation of rights of existing shares or classes of shares” for further details.