
SHARE CAPITAL

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Assuming final Offer Price of HK\$9.54, being the lower end of the estimated Offer Price range:

| | <u>HK\$</u> |
|---|-------------------------|
| Authorized share capital: | |
| <u>1,000,000,000,000</u> Shares of HK\$0.0001 each | <u>100,000,000.0000</u> |
| Issued Shares: | |
| <u>1,559,992,795</u> Shares of HK\$0.0001 each in issue as at the date of this prospectus | <u>155,999.2795</u> |
| Shares to be issued pursuant to the Global Offering: | |
| <u>286,160,000</u> Shares of HK\$0.0001 each | <u>28,616.0000</u> |
| Shares to be issued to General Atlantic: | |
| <u>20,340,000</u> Shares of HK\$0.0001 each | <u>2,034.0000</u> |
| Total issued share capital immediately upon completion of the Global Offering (assuming no exercise of the Over-allotment Option): | |
| <u>1,866,492,795</u> Shares of HK\$0.0001 each | <u>186,649.2795</u> |

Assuming final Offer Price of HK\$12.83, being the higher end of the estimated Offer Price range:

| | <u>HK\$</u> |
|---|-------------------------|
| Authorized share capital: | |
| <u>1,000,000,000,000</u> Shares of HK\$0.0001 each | <u>100,000,000.0000</u> |
| Issued Shares: | |
| <u>1,559,992,795</u> Shares of HK\$0.0001 each in issue as at the date of this prospectus | <u>155,999.2795</u> |
| Shares to be issued pursuant to the Global Offering: | |
| <u>286,160,000</u> Shares of HK\$0.0001 each | <u>28,616.0000</u> |
| Shares to be issued to General Atlantic: | |
| <u>15,124,500</u> Shares of HK\$0.0001 each | <u>1,512.4500</u> |
| Total issued share capital immediately upon completion of the Global Offering (assuming no exercise of the Over-allotment Option): | |
| <u>1,861,277,295</u> Shares of HK\$0.0001 each | <u>186,127.7295</u> |

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ASSUMPTION

The above table assumes that the Global Offering becomes unconditional and no exercise of the Over-allotment Option or any options to be granted under the Share Option Scheme or any Shares which may be issued or repurchased pursuant to the General Mandate or the Repurchase Mandate referred to below.

RANKING

The Shares are ordinary shares in our share capital and rank equally with all Shares currently in issue or to be issued, 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.

GENERAL MANDATE TO ISSUE SHARES

Subject to the conditions stated in the section entitled “Structure of the Global Offering — Conditions of the Hong Kong Public Offer” in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares (otherwise than pursuant to, or in consequence of, the Global Offering, a rights issue or the exercise of any subscription rights under the Share Option Scheme or any scrip dividend scheme or similar arrangements, or any adjustment of rights to subscribe for the Shares under options and warrants or a special authority granted by our shareholders) with an aggregate nominal value of not more than the sum of:

- (a) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering (without taking into account the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option); and
- (b) the aggregate nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to below.

This general mandate to issue Shares will remain in effect until the earliest of:

- (a) the conclusion of our Company’s next annual general meeting; and
- (b) it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

The exercise in full of the general mandate to issue Shares as set out above, on the basis of 1,866,492,795 Shares in issue immediately after the Global Offering (taking into account the partial exercise of General Atlantic’s Anti-Dilution Right by investing US\$25 million to subscribe for the new Shares in our Company and assuming final Offer Price of HK\$9.54, being the lower end of the estimated Offer Price range) and 1,861,277,295 Shares in issue immediately after the Global Offering (taking into account the partial exercise of General Atlantic’s Anti-Dilution Right by investing US\$25 million to subscribe for the new Shares in our Company and assuming final Offer Price of HK\$12.83, being the higher end of the estimated Offer Price range), assuming no exercise of the Over-allotment Option, could accordingly result in up to 373,298,559 Shares and 372,255,459 Shares that may be issued by our Company, respectively.

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Repurchase Mandate

Conditional on conditions as stated in the section entitled “Structure of the Global Offering — Conditions of the Hong Kong Public Offering” in this prospectus, our Directors have been granted a general unconditional mandate to exercise all our powers to repurchase Shares with a total par value of not more than 10% of the aggregate par value of our Company’s share capital in issue immediately following completion of the Global Offering (without taking into account Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option).

The exercise in full of the repurchase mandate as set out above, on the basis of 1,866,492,795 Shares in issue immediately after the Global Offering (taking into account the partial exercise of General Atlantic’s Anti-Dilution Right by investing US\$25 million to subscribe for the new Shares in our Company and assuming final Offer Price of HK\$9.54, being the lower end of the estimated Offer Price range) and 1,861,277,295 Shares in issue immediately after the Global Offering (taking into account the partial exercise of General Atlantic’s Anti-Dilution Right by investing US\$25 million to subscribe for the new Shares in our Company and assuming final Offer Price of HK\$12.83, being the higher end of the estimated Offer Price range), assuming no exercise of the Over-allotment Option, could accordingly result in up to 186,649,279 Shares and 186,127,729 Shares that may be repurchased by us during the Relevant Period (as defined in Appendix VII to this prospectus), respectively.

This mandate only relates to repurchases made on the Hong Kong Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Hong Kong 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 entitled “Appendix VII — Share Repurchase Mandate” to this prospectus.

The general mandate to repurchase Shares will remain in effect until the earliest of:

- (i) the conclusion of our next annual general meeting; and
- (ii) it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

Share Option Scheme

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme is summarized in the section entitled “Share Option Scheme” of Appendix VII to this prospectus.

Waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules relating to minimum public float requirements

Rule 8.08(1)(a) of the Listing Rules requires that there must be an open market in the securities for which listing is sought. This normally means that at least 25% of the issuer’s total issued share capital must at all times be held by the public.

We have applied to the Hong Kong Stock Exchange to request the Hong Kong Stock Exchange to exercise, and the Hong Kong Stock Exchange has confirmed that it will exercise its discretion under Rule 8.08(1)(d) of the Listing Rules to accept a lower public float percentage of our Company, which

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shall be the higher of 15%; or such a percentage of Shares held by the public immediately after completion of the Global Offering, as increased by the Shares to be issued upon exercise of the Over-Allotment Option (which discretion may be exercised in respect of issuers with an expected market capitalization at the time of listing of over HK\$10,000 million) on the basis that the Hong Kong Stock Exchange is satisfied that the number of our Shares concerned and the extent of their distribution will enable the market to operate properly with the lower percentage, and on the conditions that we will make appropriate disclosure of the lower prescribed percentage of public float in this prospectus and confirm sufficiency of public float in our successive annual reports after the Listing and that we and the Joint Sponsors shall be able to demonstrate satisfactory compliance with Rules 8.08(2) and 8.08(3) of the Listing Rules at the time of the Listing.

Our Company requests that the directors of our Company shall not deal in any securities of our Company without first notifying in writing the chairman or a director (otherwise than himself or herself) designated by the Board for the specific purpose and receiving a dated written acknowledgement. In addition, our Company shall maintain a list of the Directors, chief executive and substantial Shareholders of our Company and their respective associates and their respective shareholdings in our Company, which shall be updated on a regular basis. The office of our company secretary shall review the list regularly to ensure that the percentage of total issued Shares held in public hands will be no less than the minimum percentage of public float prescribed by the Hong Kong Stock Exchange. In the event that the public float percentage falls below the minimum percentage prescribed by the Hong Kong Stock Exchange, the Directors and Controlling Shareholders of our Company will take appropriate steps which include a further issue of Shares and/or the Controlling Shareholders of our Company placing some of their Shares to independent third parties, to ensure the minimum percentage of public float prescribed by the Hong Kong Stock Exchange is complied with. If we fail to restore the lower prescribed percentage of the public float, the Hong Kong Stock Exchange may pursuant to Rule 8.08 of the Listing Rules suspend trading of the Shares until appropriate steps have been taken.