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## SHARE CAPITAL

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### AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately prior to and following the completion of the Global Offering:

|  | <u>Nominal Value (HK\$)</u> |
|--|-----------------------------|
| <b>Authorized share capital</b>  |                             |
| 850,000,000 Ordinary Shares of par value HK\$0.10 each .....   | 85,000,000.00               |
| <b>Shares in issue as at the date of this prospectus (assuming the Preferred Shares are converted into Shares)<sup>(1)</sup></b> |                             |
| 428,732,069 Shares of par value HK\$0.10 each .....  | 42,873,206.90               |
| <b>Shares to be issued pursuant to the Global Offering</b>   |                             |
| 68,571,800 Shares of par value HK\$0.10 each .....   | 6,857,180.00                |
| <b>Shares in issue immediately following the Global Offering</b>   |                             |
| 497,303,869 Shares of par value HK\$0.10 each .....  | 49,730,386.90               |

*Note:*

(1) On the basis that one Series A Share is converted into 0.9321402 Share, one Series B Share is converted into one Share, one Series B (Plus) Share is converted into one Share and one Series C Share is converted into one Share, with effect from the Listing Date.

### ASSUMPTIONS

The above table assumes that (i) the Global Offering becomes unconditional and Shares are issued pursuant to the Global Offering and (ii) the Over-allotment Option and share options granted under the Pre-IPO Share Option Schemes are not exercised. The above table also does not take into account any Shares that may be issued or repurchased by the Company under the general mandates granted to our Directors, as referred to below.

### RANKING

The Offer Shares will rank *pari passu* in all respects with all Shares currently in issue or to be issued as mentioned in this prospectus, 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 prospectus.

### CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

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

Pursuant to the Cayman Companies Law 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 Law reduce its share capital or capital redemption reserve by its Shareholders passing a special resolution. See the section headed “Summary of the Constitution of our Company and Cayman Companies Law—Articles of Association—Alteration of capital” in Appendix III for further details.

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### PRE-IPO SHARE OPTION SCHEMES

We adopted the Pre-IPO Share Option Schemes. See the section headed “Statutory and General Information—Share Option Schemes—Pre-IPO Share Option Schemes” in Appendix IV for further details.

### GENERAL MANDATE TO ISSUE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- 20% of the aggregate nominal value of the Shares in issue immediately following completion of the Global Offering (excluding any Shares which may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Schemes); and
- the aggregate nominal value of Shares repurchased by the Company under the authority referred to in the paragraph headed “—General Mandate to Repurchase Shares” in this section.

This general mandate to issue Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum of Association and Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

See the section headed “Statutory and General Information—Further Information about our Company and our Subsidiaries—Resolutions of the Shareholders of our Company” in Appendix IV for further details of this general mandate.

### GENERAL MANDATE TO REPURCHASE SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase our own securities with nominal value of up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the Global Offering (excluding any Shares which may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Schemes).

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—Further Information about our Company and our Subsidiaries—Repurchase of our Shares” in Appendix IV.

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This general mandate to repurchase Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company's next annual general meeting is required by the Memorandum of Association and Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

See the section headed “Statutory and General Information—Further Information about our Company and our Subsidiaries—Repurchase of our Shares” in Appendix IV for further details of the repurchase mandate.