

SHARE CAPITAL

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 following the completion of the [REDACTED].

As at the date of this Document, our authorized share capital was US\$50,000 divided into (i) 371,615,182 ordinary Shares of par value of US\$0.0001 each; (ii) 27,018,912 Series Angel-1 Preferred Shares of par value of US\$0.0001 each; (iii) 9,321,116 Series Angel-2 Preferred Shares of par value of US\$0.0001 each; (iv) 31,914,848 Series A Preferred Shares of par value of US\$0.0001 each; (v) 16,561,439 Series B Preferred Shares of par value of US\$0.0001 each; (vi) 23,718,005 Series C Preferred Shares of par value of US\$0.0001 each; and (vii) 19,850,498 Series D Preferred Shares of par value of US\$0.0001 each.

As at the date of this Document, our issued share capital consisted of (i) 147,990,474 ordinary Shares; (ii) 27,018,912 Series Angel-1 Preferred Shares; (iii) 9,321,116 Series Angel-2 Preferred Shares; (iv) 31,914,848 Series A Preferred Shares; (v) 16,561,439 Series B Preferred Shares; (vi) 23,718,005 Series C Preferred Shares; and (vii) 19,850,498 Series D Preferred Shares.

All of the Preferred Shares will be converted into ordinary Shares on a one-to-one basis by way of re-designation and re-classification with effect upon completion of the [REDACTED].

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares <i>(US\$)</i>	Approximate percentage of issued share capital <i>(%)</i>
Shares in issue	276,375,292	27,637.5292	[REDACTED]
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares <i>(US\$)</i>	Approximate percentage of issued share capital <i>(%)</i>
Shares in issue	276,375,292	27,637.5292	[REDACTED]
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>100.00</u>

ASSUMPTIONS

The above tables assume the [REDACTED] becomes unconditional, the [REDACTED] is completed, and that each of the Preferred Shares are converted into Shares on a one-to-one basis upon [REDACTED].

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 the Shares as converted from Preferred Shares upon completion of 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.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of our Memorandum of Association and Articles of Association, our Company may from time to time by ordinary resolution (i) increase its share capital by the creation of new shares of such amount and with such rights, priorities and privileges attached to such shares as the members may determine; (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares; (iii) sub-divide its shares or any of them into shares of an amount smaller than that fixed by the Memorandum; (iv) cancel any shares which, as at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; (v) make provision for the allotment and issue of shares which do not carry any voting rights; (vi) change the currency of denomination of its share capital; and/or (vii) reduce its share premium account in any manner authorized, and subject to any conditions prescribed by law. In addition, our Company may reduce its share capital or any capital redemption reserve subject to the provisions of the Cayman Companies

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Act by special resolution. For more details, please see “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands — 2. Articles of Association — 2.1(c) Alteration of Capital” in Appendix III to this Document.

[REDACTED] SHARE OPTION SCHEMES

The Company has adopted the [REDACTED] Share Option Schemes. See “Statutory and General Information — D. [REDACTED] Share Option Schemes” in Appendix IV to this Document for details.

GENERAL MANDATE TO (I) ISSUE SHARES AND (II) SELL AND/OR TRANSFER TREASURY SHARES

Subject to the [REDACTED] becoming unconditional, our Directors [have been] granted a general mandate to (i) allot, issue and deal with any Shares or securities convertible into Shares, and (ii) sell and/or transfer Shares out of treasury that are held as treasury shares of not more than the sum of:

- 20% of the total number of Shares in issue immediately following completion of the [REDACTED] (excluding (i) the additional Shares which may be issued pursuant to the exercise of the [REDACTED], and (ii) treasury shares, if any); 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 and sell and/or transfer treasury 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;
- the expiration of the period within which our Company’s next annual general meeting is required by the 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 a general meeting.

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GENERAL MANDATE TO REPURCHASE SHARES

Subject the [REDACTED] 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 total number of Shares in issue immediately following the completion of the [REDACTED] (excluding (i) the additional Shares which may be issued pursuant to the exercise of the [REDACTED], and (ii) treasury shares, if any).

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are [REDACTED] (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 “Statutory and General Information — A. Further Information about our Group — 5. Repurchases of Our Own Securities” in Appendix IV to this Document.

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;
- the expiration of the period within which our Company’s next annual general meeting is required by 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 a general meeting.

See “Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of Our Shareholders” in Appendix IV to this Document for further details of the repurchase mandate.