

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 completion of the [REDACTED].

As of the Latest Practicable Date, our authorized share capital was US\$50,000 divided into 500,000,000 Shares of a par value of US\$0.0001 each, consisting of (i) 396,944,080 Shares; (ii) 36,500,000 Series A Preferred Shares; (iii) 40,057,144 Series B Preferred Shares; and (iv) 26,498,776 Series B2 Preferred Shares.

As of the Latest Practicable Date, our issued share capital consisted of: (i) 34,076,497 Shares; (ii) 36,500,000 Series A Preferred Shares; (iii) 40,057,144 Series B Preferred Shares; and (iv) 26,498,776 Series B2 Preferred Shares.

The Preferred Shares will be converted into the Shares on a one-to-one basis upon the [REDACTED] becoming unconditional.

The share capital of our Company immediately following completion of the [REDACTED] will be as follows:

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$) (approximation)
Shares in issue (including the Shares upon conversion of the Preferred Shares)	137,132,417	13,713.2
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional, that Shares are issued pursuant to the [REDACTED], and that the Preferred Shares are converted into the Shares on a one-to-one basis. It takes no account of any Shares which may be issued and allotted pursuant to the exercise of the [REDACTED] or any Shares are issued under the Equity Incentive Plan and the Post-[REDACTED] Equity Incentive Plan or any Shares which may be issued or bought back by us pursuant to the general mandates granted to our Directors to issue or repurchase 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 converted into Shares immediately before completion of the [REDACTED]) and, in particular, will rank equally 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 the Articles of Association, our Company may from time to time by ordinary resolution of Shareholders, among other things:

(i) increase its share capital; (ii) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares; (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 Act, reduce its share capital or capital redemption reserve by its Shareholders passing a special resolution. See “Summary of the Constitution of our Company and Cayman Companies Act — 2. Articles of Association — (a) Shares — (c) Alteration of capital.”

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SHARE SCHEMES

We have adopted the Equity Incentive Plan and the Post-[REDACTED] Equity Incentive Plan. For further details, please see the sections headed “Appendix IV — Statutory and General Information — D. Equity Incentive Plan” and “Appendix IV — Statutory and General Information — E. Post-[REDACTED] Equity Incentive Plan” to this Document.

GENERAL MANDATE TO ISSUE SHARES AND RESELL TREASURY SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares (including the sale or transfer of treasury shares) with a total nominal value of not more than the sum of:

- 20% of the aggregate nominal value of the Shares in issue (excluding treasury shares) immediately following completion of the [REDACTED]; and
- the aggregate nominal value of the Shares repurchased by us under the authority referred to in “— General Mandate to Repurchase Shares” below.

This general mandate to issue Shares and sell or transfer treasury shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or
- the time when it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

Please see “Statutory and General Information — A. Further Information about our Group — 4. Resolutions passed by our Shareholders” for further details of the general mandate to allot, issue and deal with Shares.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to 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 aggregate nominal value of our Shares in issue (excluding treasury shares) immediately following completion of the [REDACTED].

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. Repurchase of our Own Securities.”

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

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or
- the time when it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

Please see “Statutory and General Information — A. Further Information about our Group — 4. Resolutions passed by our Shareholders” for further details of the general mandate to repurchase Shares.