

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 after the [REDACTED]. All Preferred Shares shall be automatically and immediately converted into Ordinary Shares on a one-to-one basis upon [REDACTED].

1. Share Capital as of the Latest Practicable Date

(i) Authorized Share Capital

The authorized share capital of our Company as of the Latest Practicable Date, following the completion of the Share Subdivision, was as follows:

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Ordinary Shares with a par value of US\$0.00001 each	4,559,754,170	45,597.5	91.20
Series A Preferred Shares with a par value of US\$0.00001 each	108,000,000	1,080	2.16
Series A+ Preferred Shares with a par value of US\$0.00001 each	100,000,000	1,000	2.0
Series Pre-B Preferred Shares with a par value of US\$0.00001 each	17,959,180	179.6	0.36
Series B Preferred Shares with a par value of US\$0.00001 each	214,286,650	2,142.9	4.29
Total	5,000,000,000	50,000	100.00

(ii) Issued Share Capital

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Ordinary Shares with a par value of US\$0.00001 each	754,355,980	7,543.6	63.15
Series A Preferred Shares with a par value of US\$0.00001 each	108,000,000	1,080	9.04
Series A+ Preferred Shares with a par value of US\$0.00001 each	100,000,000	1,000	8.37
Series Pre-B Preferred Shares with a par value of US\$0.00001 each	17,959,180	179.6	1.50
Series B Preferred Shares with a par value of US\$0.00001 each	214,286,650	2,142.9	17.94
Total	1,194,601,810	11,946.0	100.00

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2. Share capital immediately following the completion of the [REDACTED]

Authorized Share Capital

Description of Shares	Number of Shares	Approximate percentage of issued share capital (US\$)
Ordinary Shares with a par value of US\$0.00001 each	5,000,000,000	50,000

Issued Share Capital (assuming the [REDACTED] is not exercised)

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Shares in issue as of the Latest Practicable Date . . .	1,194,601,810	11,946.0	[REDACTED]
Shares to be issued pursuant to the [REDACTED] . .	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

Issued Share Capital (assuming the [REDACTED] is exercised)

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Shares in issue as of the Latest Practicable Date . . .	1,194,601,810	11,946.0	[REDACTED]
Shares to be issued pursuant to the [REDACTED] . .	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

Assumptions

The above table assumes that the [REDACTED] becomes unconditional, the issuance of Shares pursuant to the [REDACTED] is made as described herein, and that the Preferred Shares are converted into Shares on a one-to-one basis. The above tables do not take into account any additional Shares which may be issued pursuant to the 2019 Share Plan, or any Shares which may be issued or repurchased by the Company under the general mandates granted to our Directors as referred to below.

RANKING

The [REDACTED] are Shares in the share capital of our Company and rank *pari passu* with all Shares currently in issue or to be issued 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.

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POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances under which general meeting are required

A company may, by an ordinary resolution of its members, if so authorized by its articles of association, alter the conditions of its memorandum of association to (a) 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; (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares; (c) sub-divide its shares or any of them into shares of an amount smaller than that fixed by the Memorandum; (d) 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; (e) make provision for the allotment and issue of shares which do not carry any voting rights; (f) change the currency of denomination of its share capital; and/or (g) reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law. Subject to the provisions of the Companies Act and to confirmation by the Cayman Islands Court, a company limited by shares may, if so authorized by its articles of association, by special resolution, reduce its share capital in any way. Please see “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” in Appendix III to this document for details.

As a matter of the Companies Act, an exempted company is not required by law to hold any general meetings or class meetings. The holding of general meetings or class meetings is prescribed for under the Articles of Association. Accordingly, our Company will hold general meetings and class meetings as prescribed for under the Articles of Association, a summary of which is set forth in the paragraph headed “Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” in Appendix III to this document.

General Mandate to Issue Shares

Subject to the [REDACTED] becoming unconditional, our Directors [have been granted] a general mandate to allot, issue and deal with (including the sale or transfer of Treasury Shares) any Shares or securities convertible into Shares of not more than the sum of:

- (a) 20% of the total number of Shares in issue (excluding Treasury Shares) immediately following completion of the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]); and
- (b) the total number of Shares repurchased by our Company pursuant to the authority referred to in “— General Mandate to Repurchase Shares” below.

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

- (a) the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- (b) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the Memorandum and Articles of Association; and
- (c) the passing of an ordinary resolution by Shareholders in a general meeting revoking or varying the authority.

General Mandate to Repurchase Shares

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to repurchase our own Shares up to 10% of the total number of Shares in issue (excluding Treasury Shares) immediately following completion of the [REDACTED].

This repurchase mandate only relates to repurchases on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, and in accordance with all applicable laws and the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time.

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

- (a) the conclusion of the next annual general meeting of our Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to condition;
- (b) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws of the Cayman Islands or the Memorandum and Articles of Association; and
- (c) the passing of an ordinary resolution by our Shareholders in a general meeting revoking or varying the authority.

See “Statutory and General Information — A. Further Information about Our Company — 5. Resolutions of Shareholders of Our Company Passed on [●]” in Appendix IV for further details of the general mandate to issue and repurchase Shares.

SHARE INCENTIVE SCHEME

As of the Latest practicable Date, we have one share incentive scheme, namely the 2019 Share Plan, the terms of which are not subject to the provisions of Chapter 17 of the Listing Rules. For further details of the 2019 Share Plan, please see “Statutory and General Information — D. Share Incentive Plan — 2019 Share Plan” in Appendix IV of this document.