

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

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of authorized share capital (%)
Ordinary Shares with a par value of US\$0.0001 each	285,585,791	28,558.58	57.12%
Series A Preferred Shares with a par value of US\$0.0001 each	27,000,000	2,700.00	5.40%
Series B Preferred Shares with a par value of US\$0.0001 each	31,000,000	3,100.00	6.20%
Series B+ Preferred Shares with a par value of US\$0.0001 each	35,521,972	3,552.20	7.10%
Series C Preferred Shares with a par value of US\$0.0001 each	62,676,446	6,267.64	12.54%
Series D Preferred Shares with a par value of US\$0.0001 each	41,528,882	4,152.89	8.31%
Series D+ Preferred Shares with a par value of US\$0.0001 each	13,149,293	1,314.93	2.63%
Series E Preferred Shares with a par value of US\$0.0001 each	3,537,616	353.76	0.71%
Total	500,000,000	50,000	100.00

(ii) Issued Share Capital

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of authorized share capital (%)
Ordinary Shares with a par value of US\$0.0001 each	62,000,000	6,200.00	22.43%
Series A Preferred Shares with a par value of US\$0.0001 each	27,000,000	2,700.00	9.77%
Series B Preferred Shares with a par value of US\$0.0001 each	31,000,000	3,100.00	11.22%
Series B+ Preferred Shares with a par value of US\$0.0001 each	35,521,972	3,552.20	12.85%
Series C Preferred Shares with a par value of US\$0.0001 each	62,676,446	6,267.64	22.67%
Series D Preferred Shares with a par value of US\$0.0001 each	41,528,882	4,152.89	15.02%
Series D+ Preferred Shares with a par value of US\$0.0001 each	13,149,293	1,314.93	4.76%
Series E Preferred Shares with a par value of US\$0.0001 each	3,537,616	353.76	1.28%
Total	276,414,209	27,641.42	100.00

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2. Share capital immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised)

Authorized Share Capital

Description of Shares	Number of Shares	Aggregate nominal value of Shares
		(US\$)
Ordinary shares with a par value of US\$0.0001 each	500,000,000	50,000.00

Issued Share Capital

Description of Shares	Number of Shares ⁽¹⁾	Aggregate nominal value of Shares	Approximate percentage of issued share capital
		(US\$)	(%)
Shares in issue as of the date of this document	328,158,589	32,815.86	[REDACTED]%
Shares to be issued under the [REDACTED].	[REDACTED]	[REDACTED]	[REDACTED]%
Total.	[REDACTED]	[REDACTED]	100.00

Note:

(1) Assuming 51,744,380 underlying Shares granted under the RSU Scheme have been issued to ESOP Platforms.

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional, that Shares are issued pursuant to the [REDACTED], 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 Pre-[REDACTED] Equity Incentive 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 equally in all respects with all Shares currently in issue or to be issued (including all Preferred Shares to be converted into Shares upon 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.

POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances Under Which General Meeting and Class Meeting Are Required

Pursuant to the Cayman Companies Act and the terms of the Articles of Association, the Company may from time to time by ordinary resolution in a general meeting: (i) increase its share capital; (ii) consolidate and divide its share capital into shares of larger amount; (iii) subdivide its shares into shares of smaller amount; (iv) cancel any Shares which have not been taken or agreed to be taken; (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 authorised. In addition, our Company may, subject to the provisions of the Cayman Companies

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Act, reduce its share capital or capital redemption reserve by its Shareholders passing a special resolution. For further details, see “Summary of the Constitution of Our Company and Cayman Islands Company Law — 2. Articles of Association — 2.4 Alterations to the Constitutional Documents and the Company’s Name” in Appendix III to this document.

If at any time the share capital of our Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Cayman Companies Act, be varied or abrogated only with (in addition to a special resolution to amend the Memorandum or the Articles) the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class, or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the shares of that class.

For details, please refer to the section headed “Summary of the Constitution of Our Company and Cayman Islands Company Law — 2. Articles of Association — 2.1 Shares” in Appendix III to this document.

General Mandate to Issue Shares and Sell or Transfer Treasury Shares

Subject to the [REDACTED] becoming unconditional, our Directors [have been granted] a general mandate to allot, issue and deal with any Shares or securities convertible into Shares (including the sale or transfer of Treasury 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.

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; or
- (c) the passing of an ordinary resolution by Shareholders in a general meeting revoking or varying the authority.

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

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].

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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; or
- (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 Group — 4. Resolutions of Shareholders of Our Company” in Appendix IV to this document for further details of the general mandate to repurchase Shares.

SHARE INCENTIVE SCHEME

For further details of the RSU Scheme, please see “Statutory and General Information — E. RSU Scheme” in Appendix IV to this document.