

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

As of the Latest Practicable Date, the authorized share capital of the Company is US\$50,000 divided into 500,000,000 shares of par value US\$0.0001 each, consisting of (i) 422,255,947 Ordinary Shares of par value US\$0.0001 each, (ii) 25,575,940 Series A Preferred Shares of par value US\$0.0001 each, (iii) 21,728,930 Series A-1 Preferred Shares of par value US\$0.0001 each, (iv) 18,418,167 Series B Preferred Shares of par value US\$0.0001 each, (v) 6,152,586 Series C-1 Preferred Shares of par value US\$0.0001 each, and (vi) 5,868,430 Series C-2 Preferred Shares of par value US\$0.0001 each. The Preferred Shares will be converted into the Shares on a one-to-one basis by way of re-designation and re-classification immediately before the [REDACTED].

Assuming that the [REDACTED] is not exercised, the share capital of our Company immediately following the completion of the [REDACTED] will be as follows.

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital of our Company (%)
Shares in issue (including the Shares to be converted from the Preferred Shares)	116,899,141	11,689.91	[REDACTED]
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

Assuming that the [REDACTED] is fully exercised, the share capital of our Company immediately following the completion of the [REDACTED] will be as follows.

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital of our Company (%)
Shares in issue (including the Shares to be converted from the Preferred Shares)	116,899,141	11,689.91	[REDACTED]
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

The above tables assume that the [REDACTED] becomes unconditional, the Shares are issued pursuant to the [REDACTED], and that the Preferred Shares are converted into the Shares on a one-to-one basis.

RANKING

The [REDACTED] are Shares in the share capital of our Company and will rank equally with all the Shares currently in issue or to be issued (including all the Preferred Shares to be converted into the Shares immediately before 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.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act and the Articles of Association, our Company may from time to time by ordinary resolution of Shareholders: (i) increase its share capital, (ii) consolidate and divide its share capital into shares of a larger amount, (iii) sub-divide the Shares into shares of a 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 authorized, and subject to any conditions prescribed by law. In addition, our Company may, subject to the provisions of the Cayman Companies Act, reduce its share capital by our Shareholders passing a special resolution. See “Appendix III — Summary of the Constitution of Our Company and Cayman Islands Company Laws — 2. Articles of Association — 2.1 Shares — (c) Alteration of Capital” for details.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] 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 the completion of the [REDACTED] (excluding any treasury shares of our Company and any Shares which may fall to be issued pursuant to the exercise 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” 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;
- 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 general meeting.

See “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of Our Shareholders” for 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 up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], excluding any treasury shares of our Company and any Shares which may fall to be issued pursuant to the exercise 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 “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 5. Repurchase of Our Own Shares.”

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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 general meeting.

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

EQUITY INCENTIVE PLAN

We adopted the Equity Incentive Plan. For details, see “Appendix IV — Statutory and General Information — D. Equity Incentive Plan” in this document.