

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized share capital of our Company and the issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid as of the Latest Practicable Date and immediately after the [REDACTED] (subject to the Assumptions):

Authorized Share Capital

Description of Shares	Number of Shares	Aggregate Nominal Value of Shares (US\$)
<i>As of the Latest Practicable Date</i>		
Ordinary shares with a par value of US\$0.0001 each	1,086,441,266	108,644.1266
Preferred shares with a par value of US\$0.0001 each	413,558,734	41,355.8734
Total	1,500,000,000	150,000.00
<i>Immediately after the [REDACTED]</i>		
Ordinary shares with a par value of US\$0.0001 each	1,500,000,000	150,000.00

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)
Shares in issue as of the Latest Practicable Date (assuming all Preferred Shares have been converted into Shares on a one-to-one basis)	522,868,431	52,286.84
Shares to be issued pursuant to the [REDACTED] (subject to Assumptions).	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)
Shares in issue as of the Latest Practicable Date (assuming all Preferred Shares have been converted into Shares on a one-to-one basis)	522,868,431	52,286.84
Shares to be issued pursuant to the [REDACTED] (subject to Assumptions)	[REDACTED]	[REDACTED]
Shares to be issued pursuant to the [REDACTED].	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

CONVERSION OF PREFERRED SHARES UPON [REDACTED]

As of the Latest Practicable Date and prior to [REDACTED], our issued share capital comprised 413,558,734 Preferred Shares and 109,309,697 ordinary Shares. See “History and Corporate Structure — Shareholding Structure of Our Company” for further details. Pursuant to our Company’s articles of association currently in effect and which shall be replaced in its entirety with the Articles of Association upon [REDACTED], all Preferred Shares shall be immediately converted into ordinary shares on a one-to-one basis. Following such conversion, our Company will have in issue 413,558,734 additional Ordinary Shares (being those converted from Preferred Shares), representing approximately 79.09% of the total number of issued Shares immediately before the [REDACTED] and approximately [REDACTED]% of the total number of issued Shares immediately after the [REDACTED] (subject to the Assumptions).

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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 Ordinary 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 Meetings and Class Meetings 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; and (iv) cancel any Shares which have not been taken or agreed to be 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. For further details, see “Summary of the Constitution of Our Company and Cayman Islands Company Law — 2. Articles of Association — 2.4 Alteration of Capital” 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 — 2.3 Variation of Rights of Existing Shares or Classes of Shares” in Appendix III to this document for details.

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 immediately following completion of the [REDACTED] (subject to the Assumptions) (excluding treasury Shares, if any); 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; and

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- (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] (subject to the Assumptions).

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 — 4. Resolutions of Shareholders of Our Company Passed on September 18, 2024” in Appendix IV for further details of the general mandate to issue and repurchase Shares.

SHARE INCENTIVE SCHEMES

The 2019 Share Incentive Plan was adopted on July 16, 2019 and was later restated on April 29, 2021, October 25, 2021, June 26, 2024 and September 18, 2024, the purpose of the adoption is to, among others, promote the success and enhance the value of the Company by aligning the personal interests of the employees, consultants and directors with those of the Company’s, and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Shareholders. No additional Shares will be issued under the 2019 Share Incentive Plan between the Latest Practicable Date and the [REDACTED]. See “Statutory and General Information — D. Share Incentive Schemes — 1. 2019 Share Incentive Plan” in Appendix IV to this document for further details.

On September 18, 2024, our Shareholders adopted the Post-[REDACTED] Share Scheme which complies with Chapter 17 of the Listing Rules and will take effect upon the [REDACTED]. See “Statutory and General Information — D. Share Incentive Scheme — 2. Post-[REDACTED] Share Scheme” in Appendix IV to this document for further details.