

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 immediately before and after the Share Subdivision and the [REDACTED]. Save for Series Pre-B Preferred Shares which shall be converted into Ordinary Shares on an approximately 1:1.2185 basis upon [REDACTED], all other Preferred Shares shall be converted into Ordinary Shares on a one-to-one basis upon [REDACTED].

1. Share Capital immediately prior to the Completion of the Share Subdivision and the [REDACTED]

(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 of par value US\$0.00001 each	4,977,534,207	49,775.34	99.55%
Series Angel Preferred Shares of par value US\$0.00001 each	1,129,620	11.30	0.02%
Series Seed Preferred Shares of par value US\$0.00001 each	3,765,403	37.65	0.08%
Series A-1 Preferred Shares of par value US\$0.00001 each	140,599	1.41	0.003%
Series A-2 Preferred Shares of par value US\$0.00001 each	76,923	0.77	0.002%
Series A-3 Preferred Shares of par value US\$0.00001 each	1,923,077	19.23	0.04%
Series A+ Preferred Shares of par value US\$0.00001 each	2,948,928	29.49	0.06%
Series Pre-B Preferred Shares of par value US\$0.00001 each	3,017,908	30.18	0.06%
Series B Preferred Shares of par value US\$0.00001 each	9,463,335	94.63	0.19%
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 and outstanding share capital (%)
Ordinary Shares of par value US\$0.00001 each	3,890,917	38.91	14.76%
Series Angel Preferred Shares of par value US\$0.00001 each	1,129,620	11.30	4.29%
Series Seed Preferred Shares of par value US\$0.00001 each	3,765,403	37.65	14.29%
Series A-1 Preferred Shares of par value US\$0.00001 each	140,599	1.41	0.53%

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Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued and outstanding share capital (%)
Series A-2 Preferred Shares of par value US\$0.00001 each	76,923	0.77	0.29%
Series A-3 Preferred Shares of par value US\$0.00001 each	1,923,077	19.23	7.30%
Series A+ Preferred Shares of par value US\$0.00001 each	2,948,928	29.49	11.19%
Series Pre-B Preferred Shares of par value US\$0.00001 each	3,017,908	30.18	11.45%
Series B Preferred Shares of par value US\$0.00001 each	9,463,335	94.63	35.90%
Total	<u>26,356,710</u>	<u>263.57</u>	<u>100.00%</u>

2. Share Capital Immediately Following the Completion of the Share Subdivision and the [REDACTED] (Assuming [REDACTED] is not exercised)

(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 of par value US\$0.000002 each	25,000,000,000	50,000	100.00%

(ii) Issued Share Capital

Assuming the [REDACTED] is not exercised, the issued share capital of our Company immediately following the completion of the Share Subdivision and the [REDACTED] will be as follows:

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued and outstanding share capital (%)
Shares in issue	131,783,550	263.57	[REDACTED]
Additional Shares to be issued to Series Pre-B Investors upon conversion of Series Pre-B Preferred Shares to Ordinary Shares upon [REDACTED] . .	3,296,645	6.59	[REDACTED]
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>100%</u>

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Assuming the [REDACTED] is exercised in full, the issued share capital of our Company immediately following the completion of the Share Subdivision and the [REDACTED] will be as follows:

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of authorized share capital (%)
Shares in issue	131,783,550	263.57	[REDACTED]
Additional Shares to be issued to Series Pre-B Investors upon conversion of Series Pre-B Preferred Shares to Ordinary Shares upon [REDACTED] . .	3,296,645	6.59	[REDACTED]
Shares to be issued under the [REDACTED] (excluding Shares that may be issued pursuant to the exercise of the [REDACTED])	[REDACTED]	[REDACTED]	[REDACTED]
Shares to be issued pursuant to the exercise of the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100%

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional, that the Shares are issued pursuant to the Share Subdivision and the [REDACTED], that the Series Pre-B Preferred Shares are converted into Shares on an approximately 1:1.2185 basis, and that other 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 2022 Share Option Plan, or any Shares which may be allotted, 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 (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.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company may, by an ordinary resolution of its members, if so authorized by Memorandum of Association and Articles of Association, alter the conditions of its memorandum of association to (a) increase its authorized share capital; (b) consolidate and divide all or any of its share capital into shares of larger amount; (c) convert all or any of its paid-up shares into stock, and reconvert that stock into paid-up shares of any denomination; (d) subdivide its shares into smaller amount; (e) cancel shares which have not been taken; (f) make provision for the allotment and issue of shares which do not carry any voting rights; (g) change the currency of denomination of its share capital; and/or (h) 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. For details, see “Appendix III — Summary of the Constitution of Our Company and Cayman Islands Company Law” to this document.

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As a matter of the Cayman 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 “Appendix III — Summary of the Constitution of our Company and Cayman Islands Company Law” 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 Share Subdivision and 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 “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of Shareholders of Our Company Passed on [●]” 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 Share Subdivision and the [REDACTED] (excluding any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED], if any).

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 “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of Shareholders of Our Company Passed on [●]” to this document for further details of the general mandate to repurchase Shares.