

SHARE CAPITAL

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Immediately before the Conversion, and the [REDACTED], the authorized and issued share capital of our Company is as follows:

	Number of Shares	Aggregate nominal value of Shares
Authorized share capital		
<i>(of a par value of US\$0.0001 each)</i>		<i>(US\$)</i>
Ordinary Shares	349,588,563	34,958.8563
Series Seed Preferred Shares	20,000,000	2,000.0000
Series A Preferred Shares	23,463,687	2,346.3687
Series B Preferred Shares	29,795,158	2,979.5158
Series C Preferred Shares	40,844,195	4,084.4195
Series D Preferred Shares	9,033,774	903.3774
Series D+ Preferred Shares	18,474,020	1,847.4020
Series E Preferred Shares	8,800,603	880.0603
Total	500,000,000	50,000.0000

	Number of Shares	Aggregate nominal value of Shares
Issued share capital		
<i>(of a par value of US\$0.0001 each)</i>		<i>(US\$)</i>
Ordinary Shares	160,136,561	16,013.6561
Series Seed Preferred Shares	20,000,000	2,000.0000
Series A Preferred Shares	23,463,687	2,346.3687
Series B Preferred Shares	29,795,158	2,979.5158
Series C Preferred Shares	40,844,195	4,084.4195
Series D Preferred Shares	9,033,774	903.3774
Series D+ Preferred Shares	9,661,071	966.1071
Series E Preferred Shares	8,800,603	880.0603
Total	301,735,049	30,173.5049

Immediately prior to the [REDACTED], each of the Preferred Shares will be automatically converted into ordinary Shares on a one-to-one basis by way of re-designation and re-classification.

Assuming the [REDACTED] is not exercised and no Shares are issued under the Pre-[REDACTED] Option Plan, the issued share capital of our Company immediately following the completion of the [REDACTED] will be as follows:

		<i>(US\$)</i>
Issued share capital		
<i>(of a par value of US\$0.0001 each)</i>		
Shares in issue immediately following the completion of the Conversion and before the [REDACTED] ⁽¹⁾	301,735,049	30,173.5049
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

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

		<i>(US\$)</i>
Issued share capital		
<i>(of a par value of US\$0.0001 each)</i>		
Shares in issue immediately following the completion of the Conversion and before the [REDACTED] ⁽¹⁾	301,735,049	30,173.5049

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Issued share capital		(US\$)
(of a par value of US\$0.0001 each)		
Shares to be issued under the [REDACTED] and the [REDACTED] ⁽²⁾	[REDACTED]	[REDACTED]
Total	<u>[REDACTED]</u>	<u>[REDACTED]</u>

Notes:

- (1) The number of Shares held assuming that all of the Preferred Shares have been converted into the Shares on a one-to-one basis
- (2) Assuming a total of [REDACTED] Shares will be issued upon exercise of the [REDACTED] in full.

The above tables assume that the [REDACTED] becomes unconditional, and the Shares are issued pursuant to the [REDACTED]. The above tables also do not take into account any Shares which may be issued or repurchased by us under the general mandates granted to our Directors as referred to below.

SHARE INCENTIVE SCHEME

The Company has adopted the Pre-[REDACTED] Option Plan. See “Statutory and General Information—Pre-[REDACTED] Option Plan” in Appendix IV to this Document.

RANKING

The [REDACTED] will rank *pari passu* in all respects with all Shares currently in issue or to be issued as mentioned in this Document, and will qualify and rank equally for all dividends or other distributions declared, made or paid on the Shares on a record date which falls after the date of this Document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING ARE REQUIRED

After completion of the [REDACTED], our Company will have only one class of Shares, namely ordinary shares, and each ranks *pari passu* with the other Shares.

Pursuant to the Cayman Companies Act and the terms of the Articles, our Company may by special ordinary resolution (a) increase its share capital by new Shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares; (c) subdivide its Shares or any of them into Shares of an amount smaller than that fixed by the Memorandum; or (d) cancel Shares which 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 or, in the case of Shares without par value, diminish the number of Shares into which its capital is divided. In addition, our Company may by special resolution reduce its share capital subject to the Cayman Companies Act.

See “Summary of the Constitution of the Company and Cayman Islands Company Law — 2 Articles of Association” in Appendix III to this Document for further details.

GENERAL MANDATE TO (I) ISSUE SHARES AND (II) SELL AND/OR TRANSFER TREASURY SHARES

Subject to the [REDACTED] becoming unconditional, our Directors [have been] granted a general mandate to (i) allot, issue and deal with any Shares or securities convertible into Shares, and (ii) sell and/or transfer Shares out of treasury that are held as treasury shares of not more than the sum of:

- 20% of the total number of Shares in issue immediately following completion of the [REDACTED] (excluding the additional Shares which may be issued pursuant to the exercise of the [REDACTED] and

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- the aggregate nominal value of Shares repurchased by the Company under the authority referred to in the paragraph headed “—General Mandate to Repurchase Shares” in this section.

This general mandate to issue Shares and sell and/or transfer treasury shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

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 shares with nominal value of up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] (excluding (i) the additional Shares which may be issued pursuant to the exercise of the [REDACTED], and (ii) treasury shares, if any).

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are listed (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 “Statutory and General Information — Further Information about our Company — Repurchases of Our Own Securities” in Appendix IV to this Document.

This general mandate to repurchase Shares will expire at the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

See “Statutory and General Information — Further Information about Our Company — Resolutions of Our Shareholders” in Appendix IV to this Document for further details of the repurchase mandate.