

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately following the completion of the [REDACTED], assuming that the [REDACTED] is not exercised and no additional Shares are issued under the Share Incentive Plan.

1. Share capital as at the date of this document

(i) Authorized share capital

Description of Shares	Number of Shares	Aggregate nominal value of Shares
Ordinary Shares of par value US\$0.0001 each	420,900,063	US\$42,090.0063
Series A Preferred Shares	52,487,206	US\$ 5,248.7206
Series B Preferred Shares	26,612,731	US\$ 2,661.2731
Total authorized share capital	500,000,000	US\$ 50,000

(ii) Issued, fully paid or credited to be fully paid

Description of Shares	Number of Shares	Aggregate nominal value of Shares
Ordinary Shares of par value US\$0.0001 each	321,026,398	US\$32,102.6398
Series A Preferred Shares	40,280,879	US\$ 4,028.0879
Series B Preferred Shares	26,612,731	US\$ 2,661.2731
Total issued Shares	387,920,008	US\$38,792.0008

2. Share capital immediately following the completion of the [REDACTED]

(i) Authorized share capital

Description of Shares	Number of Shares	Aggregate nominal value of Shares
Ordinary Shares	[REDACTED]	US\$[REDACTED]
Total authorized share capital	[REDACTED]	US\$[REDACTED]

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- (ii) *Issued, fully paid or credited to be fully paid (assuming the [REDACTED] is exercised and no additional Shares are issued under the Share Incentive Plan)*

Description of Shares	Number of Shares	Aggregate nominal value of Shares
Ordinary Shares	[387,920,008]	US\$[38,792.0008]
Ordinary Shares to be issued pursuant to the [REDACTED]	[REDACTED]	US\$[REDACTED]
Ordinary Shares to be issued pursuant to the [REDACTED]	[REDACTED]	US\$[REDACTED]
Total issued Shares	[REDACTED]	US\$[REDACTED]

Assumptions

The above table does 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.

RANKING

The [REDACTED] are shares in the share capital of our Company and rank equally with all Ordinary Shares currently in issue or to be issued (including all the Ordinary Shares as converted from Preferred Shares upon completion of the [REDACTED]) and, in particular, will rank in full 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 are required

Pursuant to the Cayman Companies Act and the terms of 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 larger amount; (iii) subdivide its Shares into shares of a 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. See “Summary of the Constitution of the Company and Cayman Companies Act – 2. Articles of Association – 2.5 Alteration of capital” in Appendix III of 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 were granted a general mandate to (i) allot, issue and deal with any Ordinary Shares or securities convertible into Ordinary Shares, and (ii) sell and/or transfer Ordinary 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 (i) the additional Ordinary Shares which may be issued pursuant to the exercise of the [REDACTED], and (ii) treasury shares, if any); 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 a 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 securities 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 Ordinary 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 [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 “Statutory and General Information – A. Further Information about our Group – 5. Repurchases of Our Own Securities” in Appendix IV.

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 – A. Further Information about Our Group – 4. Resolutions of our Shareholders” in Appendix IV to this document for further details of the repurchase mandate.

PRE-[REDACTED] SHARE INCENTIVE PLAN

We have adopted the Share Incentive Plan. See “Statutory and General Information – D. Pre-[REDACTED] Share Incentive Plan” in Appendix IV to this document for further details.