

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company in issue immediately following the completion of the [REDACTED]:

Authorized share capital:

Number of Shares	Description of Shares	Aggregate par value (US\$)
[REDACTED]	Ordinary Shares	[REDACTED]

Issued share capital:

Number of Shares	Description of Shares	Aggregate par value (US\$)
[REDACTED]	Ordinary Shares in issue immediately following the completion of the Share conversion	[REDACTED]
[REDACTED]	Ordinary Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Ordinary Shares to be issued pursuant to the exercise of the [REDACTED] in full	[REDACTED]
[REDACTED]	Total (assuming the [REDACTED] is not exercised)	[REDACTED]
[REDACTED]	Total (assuming the [REDACTED] is fully exercised)	[REDACTED]

ASSUMPTIONS

The above tables assume that (a) the [REDACTED] becomes unconditional and the [REDACTED] will be issued pursuant to the [REDACTED]; and (b) each of the [REDACTED] Series Seed Preferred Shares, the [REDACTED] Series Seed Plus Preferred Shares, the [REDACTED] Series A Preferred Shares, the [REDACTED] Series B Preferred Shares and the [REDACTED] Series C Preferred Shares will be converted to one Ordinary Share upon the [REDACTED]. The above tables also do not take into account (a) any Shares which may be issued under the ESOPs; or (b) any Shares which may be issued or repurchased by us under the general mandates granted to our Directors as referred to in “— General Mandate to Issue and Repurchase Shares” below.

RANKING

The [REDACTED] are Ordinary Shares in the share capital of our Company and will rank equally in all respects with all Shares in issue or to be issued as set forth in the above table, and will qualify and rank in full for all dividends or other distributions declared, made or paid after the date of this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act and the terms of the Memorandum and the Articles, our Company may from time to time by ordinary resolution of Shareholders (i) increase our share capital; (ii) consolidate and divide our share capital into shares of larger amount; (iii) divide or subdivide our share capital into shares of smaller amount; and (iv) cancel any shares which have not been taken. In addition, our Company may subject to the provisions of the Cayman Companies Act reduce its share capital or adopt or amend the Memorandum and the Articles passing a special resolution. For details, see “Appendix IV — Summary of the Constitution of the Company and Cayman Islands Company Law — Summary of the Constitution of the Company.”

SHARE CAPITAL

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to allot, issue and deal with Shares at any time subject to the requirement that the number of Shares so issued or agreed conditionally or unconditionally to be issued, shall not exceed the sum of (a) 20% of the number of Shares in issue immediately following completion of the [REDACTED]; and (b) the total number of Shares repurchased by us under the authority referred to in below. This mandate does not cover Shares to be issued or dealt with under a rights issue or scrip dividend scheme or similar arrangements or a specific authority granted by our Shareholders or upon the exercise of the [REDACTED].

Subject to the [REDACTED] becoming unconditional, our Directors have also been granted a general mandate to exercise all the powers of our Company to repurchase our own securities of up to 10% of the total number our Shares in issue immediately following the completion of the [REDACTED] (excluding the Shares which may be issued pursuant to the exercise of the [REDACTED] and under the ESOPs). The repurchase mandate only relates to repurchases made on the Stock Exchange, and which are in accordance with all applicable laws and regulations and the requirements of the Listing Rules. A summary of the relevant Listing Rules is set out in “Appendix V — Statutory and General Information — A. Further Information about Our Group — 5. Repurchase of Our Shares.”

These mandates to issue and repurchase Shares will expire at the earliest of (i) 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 (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Memorandum and the Articles or any other applicable laws to be held; or (iii) the date on which it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting.

For further details of these general mandates, please see “Appendix V — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of the Shareholders of Our Company dated [●].”