

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

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

1. Share Capital as of the Latest Practicable Date

(i) Authorized Share Capital

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)
Ordinary Shares of par value US\$1.00 each	583,000,000	583,000,000
Total	583,000,000	583,000,000

(ii) Issued Share Capital

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)
Ordinary Shares of par value US\$1.00 each	483,000,000	483,000,000
Total	483,000,000	483,000,000

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 (US\$)
Ordinary Shares of par value US\$1.00 each	[REDACTED]	[REDACTED]

(ii) Issued Share Capital

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

Description of Shares	Number of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage to total issued share capital (%)
Shares in issue	583,000,000 ⁽¹⁾	583,000,000 ⁽¹⁾	[REDACTED]%
Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]%
Total	[REDACTED]	[REDACTED]	100.00%

Notes:

- (1) Assuming that the full amount of the proposed capital injection under the Share Subscription Agreement will be completed on or before August 15, 2026, pursuant to which each of C-Bridge V Investment Fifteen Limited and ATIC Second International Investment Company LLC will subscribe for 50,000,000 Shares for an aggregate subscription price of US\$50.0 million. For details, please see “History and Corporate Structure — Corporate Development and Major Shareholding Changes — Capital Injection by Existing Shareholders”.

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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:

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage to total issued share capital (%)
Shares in issue	583,000,000 ⁽¹⁾	583,000,000 ⁽¹⁾	[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	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>100.0%</u>

Notes:

- (1) Assuming that the full amount of the proposed capital injection under the Share Subscription Agreement will be completed on or before August 15, 2026, pursuant to which each of C-Bridge V Investment Fifteen Limited and ATIC Second International Investment Company LLC will subscribe for 50,000,000 Shares for an aggregate subscription price of US\$50.0 million. For details, please see “History and Corporate Structure — Corporate Development and Major Shareholding Changes — Capital Injection by Existing Shareholders”.

ASSUMPTIONS

The above table assumes that the [REDACTED] becomes unconditional, that the Shares are issued pursuant to the [REDACTED]. The above tables do not take into account 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 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 and subject to the provisions of the Companies Act (a) increase its authorized share capital; (b) consolidate or divide all or any of its share capital into Shares of larger or smaller amount than its existing Shares; (c) divide its unissued Shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions; (d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association; (e) cancel any 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; (f) make provision for the issue and allotment of Shares which do not carry any voting rights; (g) change the currency of denomination of its share capital; (h) reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law; and (i) convert any fully paid Shares into stock, and may from time to time by like resolution reconvert any stock into fully paid Shares of any denomination. Subject to the provisions of the Companies Act, 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 “Summary of the Constitution of our Company and Cayman Islands Company Law — 3. Cayman Islands Company Law” in Appendix III to this document.

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As a matter of the 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 “Summary of the Constitution of our Company and Cayman Islands Company Law — 2. Articles of Association” in Appendix III to this document.

PRE-[REDACTED] SHARE SCHEME

As of the Latest Practicable Date, we had one pre-[REDACTED] share scheme, namely the Pre-[REDACTED] Equity Incentive Plan. For further details of the share incentive scheme, see “Appendix V — Statutory and General Information — C. Share Incentive Plan.” 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 if any) immediately following completion of 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 V — 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 if any) immediately following completion of 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.

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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 V— 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.