

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

As of the Latest Practicable Date, our authorized share capital was US\$50,000 divided into (i) 336,585,051 Ordinary Shares of par value US\$0.0001 each, (ii) 15,535,832 Series A-1 Preferred Shares of par value US\$0.0001 each, (iii) 12,191,034 Series A-2 Preferred Shares of par value US\$0.0001 each, (iv) 23,839,254 Series A+ Preferred Shares of par value US\$0.0001 each, (v) 56,615,082 Series B Preferred Shares of par value US\$0.0001 each, (vi) 8,873,902 Series B+ Preferred Shares of par value US\$0.0001 each, (vii) 22,693,447 Series C Preferred Shares of par value US\$0.0001 each, and (viii) 23,666,398 Series C+ Preferred Shares of par value US\$0.0001 each.

All Preferred Shares will be converted into Shares of our Company on a one to one basis immediately before the completion of the [REDACTED]. Immediately following the completion of the [REDACTED], our authorized share capital will be US\$50,000 divided into 500,000,000 Ordinary Shares.

Assuming that the [REDACTED] is not exercised, the 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 of issued share capital of our Company (%)
Shares in issue (including the Shares to be converted from the Preferred Shares)	229,438,692	22,943.9	[REDACTED]
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

Assuming that the [REDACTED] is fully exercised, the 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 of issued share capital of our Company (%)
Shares in issue (including the Shares to be converted from the Preferred Shares)	229,438,692	22,943.9	[REDACTED]
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

The above tables assume that the [REDACTED] becomes unconditional, the Shares are issued pursuant to the [REDACTED], and that the Preferred Shares are converted into the Shares on a one-to-one basis.

RANKING

The [REDACTED] are Shares in the share capital of our Company and will rank equally with all the Shares currently in issue or to be issued (including all the Preferred Shares to be converted into the Shares immediately before 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.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the Cayman Companies Act and 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 a larger amount, (iii) sub-divide the Shares into shares of a smaller amount, (iv) cancel any Shares which have not been taken or agreed to be taken, (v) make provision for the allotment and issue of shares which do not carry any voting rights, (vi) change the currency of denomination of its share capital, and/or (vii) reduce its share premium account in any manner authorized, and subject to any conditions prescribed by law. In addition, our Company may, subject to the provisions of the Cayman Companies Act, reduce its share capital by our Shareholders passing a special resolution. See “Appendix III — Summary of the Constitution of the Company and the Company Laws of the Cayman Islands — 2. Articles of Association — 2.1 Shares — (c) Alteration of Capital” for details.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with a total nominal value of not more than the sum of:

- 20% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED] (excluding any treasury shares of our Company and any Shares which may fall to be issued pursuant to the exercise of the [REDACTED]); and
- the aggregate nominal value of the Shares repurchased by us under the authority referred to in “— General Mandate to Repurchase Shares” in this section.

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

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Memorandum and Articles of Association; or
- the time when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

See “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 5. Resolutions Passed by our Shareholders” for details of the general mandate to allot, issue and deal with Shares.

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 up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], excluding any treasury shares of our Company and any Shares which may fall to be issued pursuant to the exercise of the [REDACTED].

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 “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 6. Repurchase of Our Own Securities.”

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

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Memorandum and Articles of Association; or
- the time when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

See “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 5. Resolutions Passed by our Shareholders” for details of the general mandate to repurchase Shares.

SHARE INCENTIVE PLAN

We adopted the Share Incentive Plan on April 15, 2021. For details including a summary of the principal terms of the Share Incentive Plan, see “Appendix IV — Statutory and General Information — D. Share Incentive Plan.”