
SUBSTANTIAL SHAREHOLDERS

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So far as our Directors are aware, immediately following the completion of the Global Offering, assuming the Over-allotment Option is not exercised and the share options granted under the Pre-IPO ESOP are not exercised, each Preferred Share will automatically convert into one Class B Share and no Class A Shares are converted into Class B Shares, the following parties will have interests and/or short positions in the Shares or underlying shares of our Company that (i) would fall to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, (ii) will be, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group:

Name of substantial shareholder	Capacity/ Nature of interest	Number of shares ⁽¹⁾	Approximate percentage of shareholding of each class of shares in our Company ⁽¹⁾
<i>Class A Shares</i>			
Smart Mobile Holdings Limited ⁽²⁾	Beneficial interest	4,295,187,720	19.20%
Sunrise Vision Holdings Limited ⁽²⁾	Interest in a controlled corporation	4,295,187,720	19.20%
Parkway Global Holdings Limited ⁽²⁾	Interest in controlled corporations	4,295,187,720	19.20%
ARK Trust (Hong Kong) Limited ⁽²⁾	Trustee	4,295,187,720	19.20%
Lei Jun	Beneficiary of a trust ⁽²⁾	4,295,187,720	19.20%
	Founder of a trust ⁽²⁾	4,295,187,720	19.20%
Lin Bin ⁽³⁾	Beneficial interest	2,400,000,000	10.73%
	Trustee	2,400,000,000	10.73%
<i>Class B Shares</i>			
Smart Mobile Holdings Limited ⁽²⁾	Beneficial interest	2,223,884,750	9.94%
Smart Player Limited ⁽²⁾	Beneficial interest	59,221,630	0.26%
Sunrise Vision Holdings Limited ⁽²⁾	Interest in a controlled corporation	2,283,106,380	10.20%
Parkway Global Holdings Limited ⁽²⁾	Interest in a controlled corporation	2,283,106,380	10.20%
ARK Trust (Hong Kong) Limited ⁽²⁾	Trustee	2,283,106,380	10.20%
Lei Jun	Founder/Beneficiary of a trust ⁽²⁾	2,283,106,380	10.20%
	Interest of a party to an agreement regarding interest in the Company ⁽²⁾	378,410,630	1.69%

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Name of substantial shareholder	Capacity/ Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of shareholding of each class of shares in our Company ⁽¹⁾
Lin Bin ⁽³⁾	Beneficial interest	91,233,610	0.41%
	Trustee and beneficiary of a trust	300,000,000	1.34%
Qiming Venture Partners II, L.P. ⁽⁴⁾	Beneficial interest	755,432,330	3.38%
Qiming Managing Directors Fund II, L.P. ⁽⁴⁾	Beneficial interest	10,993,360	0.05%
Qiming Venture Partners II-C, L.P. ⁽⁴⁾	Beneficial interest	66,149,810	0.30%
Jianming Shi ⁽⁵⁾	Interest in a controlled corporation	2,973,276,550	13.29%
Morningside Venture (VII) Limited ⁽⁵⁾	Interest in a controlled corporation	2,973,276,550	13.29%
Landmark Trust Switzerland SA as trustee of a discretionary trust ⁽⁵⁾	Interest in a controlled corporation	2,973,276,550	13.29%
TMT General Partner Ltd. ⁽⁵⁾	Interest in controlled corporations	2,973,276,550	13.29%
Morningside China TMT Fund I, L.P. ⁽⁵⁾	Beneficial interest	2,545,762,780	11.38%
Morningside China TMT Fund II, L.P. ⁽⁵⁾	Beneficial interest	427,513,770	1.91%
Liu Qin ⁽⁵⁾	Interest in a controlled corporation	2,973,276,550	13.29%
Apoletto China I, L.P. ⁽⁶⁾ . . .	Beneficial interest	366,382,680	1.64%
Apoletto China II, L.P. ⁽⁶⁾ . . .	Beneficial interest	378,595,440	1.69%
Apoletto Investments II, L.P. ⁽⁶⁾	Beneficial interest	24,208,150	0.11%
Apoletto China III, L.P. ⁽⁶⁾	Beneficial interest	255,417,400	1.14%
Apoletto China IV, L.P. ⁽⁶⁾	Beneficial interest	425,033,880	1.90%

Notes:

- (1) The table above assumes the Over-allotment Option is not exercised and the share options granted under the Pre-IPO ESOP are not exercised, each Preferred Share will automatically convert into one Class B Share upon the Global Offering becoming unconditional and no Class A Shares are converted to Class B Shares.
- (2) Smart Mobile Holdings Limited and Smart Player Limited are both wholly-owned by Sunrise Vision Holdings Limited which is in turn wholly-owned by Parkway Global Holdings Limited. The entire interest in Parkway Global Holdings Limited is held by the ARK Trust (Hong Kong) Limited as trustee for a trust established by Lei Jun (as settlor) for the benefit of Lei Jun and his family. Accordingly, Lei Jun is deemed to be interested in the 4,295,187,720 Class A Shares and 2,223,884,750 Class B Shares held by Smart Mobile Holdings Limited under the SFO. Lei Jun is deemed to be interested in the 59,221,630 Class B Shares held by Smart Player Limited under the SFO. Pursuant to the Voting Proxy Agreements, Lei Jun is entitled to exercise the right to vote on a total of 378,410,630 Class B Shares.
- (3) Lin Bin, as trustee of the Bin Lin Trust, holds 2,400,000,000 Class A Shares and 300,000,000 Class B Shares on behalf of Lin Bin and his family members.
- (4) The general partner of Qiming Venture Partners II, L.P. and Qiming Venture Partners II-C, L.P. is Qiming GP II, L.P., a Cayman Islands exempted limited partnership, whose general partner is Qiming Corporate GP II, Ltd., a Cayman Islands limited company which is also the general partner of Qiming Managing Directors Fund II, L.P.

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- (5) TMT General Partner Ltd. controls Morningside China TMT GP, L.P. and Morningside China TMT GP II, L.P. which respectively control Morningside China TMT Fund I, L.P. and Morningside China TMT Fund II, L.P. (the “**Morningside Funds**”). Consequently, TMT General Partner Ltd. is deemed to be interested in the Shares in which the Morningside Funds have an interest. Each of Liu Qin (our non-executive Director), and Jianming Shi and Morningside Venture (VII) Limited is entitled to exercise or control the exercise of one-third of the voting power at general meetings of TMT General Partner Ltd. and is therefore deemed to be interested in the Shares in which TMT General Partner Ltd. is interested. Morningside Venture (VII) Limited is indirectly 100% held through a series of 100% owned holding companies by the Landmark Trust Switzerland SA as trustee of a discretionary trust established by Mdm. Chan Tan Ching Fen for the benefit of certain members of her family and other charitable objects. None of the discretionary objects of this trust are Directors.
- (6) Apoletto China I, L.P., Apoletto China II, L.P., Apoletto China III, L.P., Apoletto China IV, L.P. and Apoletto Investments II, L.P. are funds managed by Apoletto Managers Limited, which is wholly-owned by Galileo (PTC) Limited.

Except as disclosed above, our Directors are not aware of any other person who will, immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised, no Shares are issued pursuant to the exercise of share options granted under the Pre-IPO ESOP, each Preferred Share will automatically convert into one Class B Share upon the Global Offering becoming unconditional and no Class A Shares are converted into Class B Shares), have any interest and/or short positions in the Shares or underlying shares of our Company which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company or any other member of our Group. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company or any other member of our Group.