

## SHARE CAPITAL

### AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company immediately prior to and upon the completion of the [REDACTED], assuming that the [REDACTED] becomes unconditional and the [REDACTED] are issued pursuant to the [REDACTED], excluding any [REDACTED] and issuance of Shares upon exercise of the [REDACTED].

#### 1. Share capital as at September 30, 2022

##### (i) Authorized share capital

Number	Description of Shares	Approximate aggregate nominal value of shares
4,900,000,000	Class A ordinary shares	US\$49,000
50,000,000	Class B ordinary shares	US\$500
50,000,000	Undesignated	US\$500
<b>Total</b>		<b>US\$50,000</b>

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

Number	Description of Shares	Approximate aggregate nominal value of shares
272,702,117	Class A ordinary shares	US\$2,727
39,820,586	Class B ordinary shares	US\$398
<b>Total</b>		<b>US\$3,125</b>

*Note:*

\* Excluding 2,910,315 Class A ordinary shares issued to our depositary and reserved for future [REDACTED] upon the exercising or vesting of awards granted under our Share Incentive Plans.

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

(i) *Authorized share capital*

Number	Description of shares	Approximate aggregate nominal value of shares
4,900,000,000	Class A ordinary shares	US\$49,000
50,000,000	Class B ordinary shares	US\$500
50,000,000	Undesignated	US\$500
<b>Total</b>		<b>US\$50,000</b>

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

Number	Description of shares	Approximate aggregate nominal value of shares
[REDACTED]	Class A ordinary shares	US\$[REDACTED]
[REDACTED]	Class B ordinary shares	[REDACTED]
<b>Total</b>		<b>US\$[REDACTED]</b>

*Note:*

- \* Excluding 2,910,315 Class A ordinary shares issued to our depositary and reserved for future [REDACTED] upon the exercising or vesting of awards granted under our Share Incentive Plans.

### OUR VOTING STRUCTURE BEFORE AND AFTER THE [REDACTED]

Under our current weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 20 votes, respectively, on all matters that require a shareholder’s vote. As of the Latest Practicable Date, all Class B ordinary Shares were held by Aerovane Company Limited. For further details on the ownership of Aerovane Company Limited, see section headed “Major Shareholders.”

Upon the [REDACTED], all the Class B ordinary shares held by Aerovane Company Limited shall be converted into Class A ordinary shares on a one-for-one basis pursuant to the conversion notice [delivered] by Aerovane Company Limited to the Company which will take effect upon [REDACTED]. Subsequently, no issued and outstanding Class B ordinary shares of the Company shall be subsisting upon [REDACTED].

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At the First GM, we will put forth for voting certain changes to the Articles of our Company which include, amongst others, the unwinding of the weighted voting rights structure of the Company through the removal of all references to the Class B ordinary shares in the Articles. Subsequently, all the issued Shares of our Company will entitle their holders to one vote per Share at a general meeting of our Company. For further details, see section headed “Waivers and Exemptions – Requirements Relating to the Articles of Association of our Company.”

### RANKING

The Class A ordinary shares are ordinary shares in the share capital of our Company and rank equally with all Class A ordinary shares currently in issue or to be issued 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.

### SHARE INCENTIVE PLANS

See “Directors and Senior Management – Compensation – Share Incentive Plans” for details about our Share Incentive Plans.

### DEFENSE MECHANISM AGAINST HOSTILE TAKEOVERS

We have implemented a defense mechanism to impede hostile takeovers through a rights agreement. On June 9, 2022, our Board declared a dividend of a right purchase to one Share (or any other share resulting from successive changes or reclassifications of the Shares) (a “**Right**”) for each of our ordinary shares outstanding at the close of business on June 17, 2022, pursuant to a rights agreement.

Under the rights agreement, all outstanding ordinary shares of our Company at the close of business on June 17, 2022 have attached Rights. As long as the Rights are attached to the ordinary shares, we will issue one Right (subject to adjustment) with each new ordinary share so that all ordinary shares, including any [REDACTED] to be [REDACTED] in this [REDACTED], will have attached Rights. The Right will become exercisable if a person or a group of affiliated or associated persons (i) acquires or obtains the right to acquire (subject to certain exceptions) beneficial ownership of 10% of the outstanding ordinary shares of the Company (such person or group, an “**Acquiring Person**”) or (ii) commences a tender offer or exchange offer that would result in such person or group becoming an Acquiring Person. When exercisable, each Right will entitle the registered holder, except the Acquiring Person, to purchase from us a number of Shares (or any other share resulting from successive changes or reclassifications of the Shares), for the price of US\$36.00 (the “**Purchase Price**”), having a then-current market value of twice the Purchase Price, subject to adjustment. Rights issued to, or held by, any person or group who is, was, or becomes an Acquiring Person, whether currently held by or on behalf of such person or group or by any subsequent holder, will become null and void. As a result, the Acquiring Person (and the shareholders who choose not to exercise the Rights) will be greatly diluted if most of other existing shareholders choose to

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exercise the Rights, and other existing shareholders who exercise the Rights will not be diluted, thereby effectively reducing the risk of a potential hostile takeover. In the event that a person or a group of affiliated or associated persons becomes an Acquiring Person and (i) the Company engages in a merger or other business combination transaction in which the Company is not the surviving corporation, (ii) the Company engages in a merger or other business combination transaction in which the Company is the surviving corporation and the ordinary shares of the Company are changed or exchanged, or (iii) 50% or more of the Company's assets, cash flow or earning power is sold or transferred, each Right (other than Rights held by the Acquiring Person) may thereafter entitle the holder of such Right to receive, upon exercise of the Right at the Purchase Price, ordinary shares (or capital stock, as applicable) of the acquiring company having a value equal to two times the Purchase Price of the Right.

We believe that this mechanism is beneficial to our Company as it encourages anyone seeking to acquire our Company to negotiate with our Board prior to attempting a takeover, thereby ensuring the continuity of our visionary management and strategies, minimizing potential business disruption, and enabling our Board to make more informed decisions for the benefit of our shareholders.

Under the rights agreement, certain person, group of affiliated or associated persons are exempted from becoming an Acquiring Person if they acquire or obtain the rights to acquire beneficial ownership of more than 10% of the total outstanding ordinary shares of the Company (the "**Exempt Person**"). Such Exempt Person include (i) the Company and any subsidiary of the Company, (ii) any employee benefit plan of the Company or of any subsidiary of the Company or any person organized, appointed or established by the Company and holding ordinary shares for or pursuant to the terms of any such employee benefit or compensation plan, and (iii) Mr. Zhou, his family members as defined under the Nasdaq rules, the entities controlled by Mr. Zhou or any of his family members and any of their Affiliates.

Our rights agreement has a term of five years from its effective date and is subject to early termination or extension by our Board.