
HISTORY AND CORPORATE STRUCTURE

OVERVIEW

The Company was incorporated in the Cayman Islands on October 24, 2019 as an exempted company with limited liability, and is the holding company of the Group with businesses conducted through its subsidiaries and Consolidated Affiliated Entities controlled by the Company via the Contractual Arrangements. The Group is a global logistics service provider.

The Group was founded by Mr. Li, the Chairman of the Board, executive Director and Chief Executive Officer. The development history of the Group can be traced back to August 2015 when Mr. Li founded the Group in Indonesia. Under the leadership of Mr. Li, the Group has expanded into other Southeast Asian countries, including Vietnam, Malaysia, the Philippines, Thailand, Cambodia and Singapore, and became the number one express delivery operator in Southeast Asia by parcel volume in 2022. We expanded into China in 2020. The Group is also the first Asian express delivery operator of scale to have expanded into Saudi Arabia, UAE, Mexico, Brazil and Egypt according to Frost & Sullivan. The Group also engages in cross-border logistics services, which now include freight forwarding, small parcels and warehousing solutions.

BUSINESS MILESTONES

The following is a summary of our key business development milestones:

| Year | Event |
|-------------|---|
| 2015 | The Group was founded in August 2015 in Indonesia |
| 2018 | We expanded our business into Vietnam and Malaysia |
| 2019 | We expanded our business into the Philippines, Thailand and Cambodia |
| 2020 | We expanded our business into Singapore and China |
| 2022 | We expanded our business into Saudi Arabia, UAE, Mexico, Brazil and Egypt |

OUR MAJOR SUBSIDIARIES AND OPERATING ENTITIES

Due to our business model, we have a large number of subsidiaries across multiple jurisdictions. The following entities are of strategic importance to us or have made material contributions to our results of operations during the Track Record Period:

| Name of company | Principal business activities | Date and jurisdiction of establishment |
|------------------------|--|---|
| PT. Global Jet Express | Our primary operating entity in Indonesia operated via contractual arrangements and primarily engages in express delivery services | May 21, 2015, Indonesia ⁽¹⁾ |

Note: The date May 21, 2015 refers to the date when PT. Global Jet Express obtained its legal entity status from the Ministry of Law and Human Rights of the Republic of Indonesia.

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| Name of company | Principal business activities | Date and jurisdiction of establishment |
|--|--|---|
| Thuan Phong Express Company Limited | Our primary operating entity in Vietnam and primarily engages in express delivery services | January 13, 2016, Vietnam |
| J&T Express (Malaysia) Sdn. Bhd | Our primary operating entity in Malaysia and primarily engages in express delivery services | January 10, 2018, Malaysia |
| PH GLOBAL JET EXPRESS Inc., doing business under the name and style of J&T Express | Our primary operating entity in the Philippines and primarily engages in express delivery services | September 14, 2018, the Philippines |
| Global Jet Express (Thailand) Co., Ltd. | Our primary operating entity in Thailand and primarily engages in express delivery services | August 17, 2018, Thailand |
| J&T Express China (極兔速遞有限公司) | A consolidated affiliated entity of our Company and a holding company of certain PRC subsidiaries that primarily engages in courier and logistics services | September 29, 2007, PRC |
| J&T International Logistics China (極兔國際物流有限公司) | A subsidiary of our Company and a holding company of certain PRC subsidiaries that primarily engage in cross-border delivery services | January 10, 2018, PRC |
| J&T Express (Guangzhou) Supply Chain Co., Ltd. (廣州極兔供應鏈有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | October 18, 2019, PRC |
| J&T Express (Jinhua) Supply Chain Co., Ltd. (金華極兔供應鏈有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | October 28, 2019, PRC |
| J&T Express (Shandong) Supply Chain Co., Ltd. (山東極兔供應鏈有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | October 31, 2019, PRC |

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| Name of company | Principal business activities | Date and jurisdiction of establishment |
|---|---|--|
| J&T Express (Henan) Acme Supply Chain Co., Ltd. (河南極兔極致供應鏈有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | November 1, 2019, PRC |
| J&T Express (Jieyang) Supply Chain Management Co., Ltd. (揭陽極兔供應鏈管理有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | November 5, 2019, PRC |
| J&T Express (Fujian) Supply Chain Management Co., Ltd. (福建極兔供應鏈管理有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | November 7, 2019, PRC |
| J&T Express (Hebei) Acme Supply Chain Management Co., Ltd. (河北極兔極致供應鏈管理有限公司) | A consolidated affiliated entity of our Company and primarily engages in courier services | November 13, 2019, PRC |

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY AND MAJOR SUBSIDIARIES

The Company was incorporated in the Cayman Islands on October 24, 2019 as an exempted company with limited liability. At the time of formation, it had an authorized share capital of US\$50,000 divided into 5,000,000,000 ordinary shares with a par value of US\$0.00001 each.

On May 17, 2023, our Shareholders resolved, among other things that the authorized share capital of the Company be reclassified and re-designated as follows: (i) 3,719,302,324 Class A Ordinary Shares of a par value of USD0.00001 each; (ii) 195,866,682 Class B Ordinary Shares of a par value of USD0.00001 each; (iii) 74,666,665 Series Pre-A1 Preferred Shares of a par value of USD0.00001 each; (iv) 54,266,667 Series Pre-A2 Preferred Shares of a par value of USD0.00001 each; (v) 269,921,165 Series A Preferred Shares of a par value of USD0.00001 each; (vi) 22,462,293 Series B Preferred Shares of a par value of USD0.00001 each; (vii) 255,864,131 Series B+ Preferred Shares of a par value of USD0.00001 each; (viii) 266,173,696 Series C1 Preferred Shares of a par value of USD0.00001 each; (ix) 115,332,586 Series C2 Preferred Shares of a par value of USD0.00001 each; and (x) 26,143,791 Series D Preferred Shares of a par value of USD0.00001 each.

Between July 15, 2017 and May 17, 2023, we conducted seven rounds of pre-[REDACTED] financing, which raised approximately US\$5.57 billion. See “– Pre-[REDACTED] Investments” in this section for subsequent shareholding changes resulting from the Pre-[REDACTED] Investments. See also “Statutory and General Information – 1. Further Information about our Group – 1.2 Changes in share capital of our Company” in Appendix V to this document for details of changes in the share capital of our Company during the two years immediately preceding the date of this document.

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For Shareholding changes of our major subsidiaries, see “Statutory and General Information – 1. Further Information about our Group – 1.3 Changes in the share capital of our major subsidiaries and operating entities” in Appendix V to this document for details of changes in the share capital of our major subsidiaries and operating entities during the two years immediately preceding the date of this document.

We have entered into shareholder agreements with investors of our subsidiaries Jet Global Express Limited (“**Jet Global**”), our holding company of operating entities in New Markets and JNT Express KSA LLC (“**JNT KSA**”), our operating entity for Saudi operations. For details of the shareholder agreements of Jet Global and JNT KSA, see note five to “Corporate structure before the [REDACTED]” in this section for further details.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Acquisition of SEA Entities

In June 2021, we acquired majority equity interest of 13 operating entities established by our Thai regional sponsors (the “**Thai entities**”), who are all independent third parties. Similarly, in August 2021, we acquired equity interest in 25 operating entities established by our Indonesian regional sponsors (the “**Indonesian entities**”, and together with the Thai entities, the “**SEA entities**”). The consideration for the acquisition of the SEA entities was settled by the Company issuing approximately 449.77 million new Shares. For more information regarding our acquisition of the SEA entities, see Notes 36 and 37 to the Accountant’s Report in Appendix I to this document.

The acquisition of the SEA entities has enabled the Company to achieve synergies under our regional sponsor business model and further incentivize these regional sponsors to share the Company’s vision of long-term growth and value proposition. The consideration for the acquisition was determined after arm’s length negotiation among the parties, taking into account the SEA entities’ business operations and assets. The Directors confirm that the acquisition of the SEA entities was properly and legally completed and all applicable requisite regulatory approvals have been obtained.

Acquisition of BEST Express China

On October 29, 2021, the Group entered into an agreement with BEST Inc., Hangzhou BEST Network Technologies Co., Ltd. (“**Hangzhou BEST**”, together with its subsidiaries, “**BEST Express China**”), Zhejiang BEST Technology Co., Ltd., BEST Logistics Technologies (China) Co., Ltd. (collectively, “**BEST**”), who are all independent third parties, to acquire BEST Express China at an enterprise value of approximately RMB6.8 billion with a cash consideration of US\$715.5 million paid by our Group in 2021. The acquisition was completed on December 8, 2021. For more information regarding the acquisition of BEST Express China, see Note 38 to the Accountant’s Report in Appendix I to this document.

BEST was founded in 2007 and conducts business as a smart supply chain service provider in China. BEST Express China is a wholly-owned subsidiary of BEST and mainly engages in express delivery business in China. The acquisition of BEST Express China represents an opportunity for the Group to further expand and optimize the Group’s service network in China, leverage BEST Express China’s infrastructure to strengthen the Group’s capacity and contribute to the Group’s path to profitability through economies of scale and a more diverse customer base. Immediately prior to the completion of the acquisition of BEST on December 8, 2021, BEST Express China reached revenue of over US\$2.4 billion and had losses of approximately US\$307.7 million for the period from January 1, 2021 to December 8, 2021, according to its management account. The acquisition of BEST Express China has enabled our existing logistics network to expand further in China. We believe the acquisition of BEST Express China demonstrates our capability to successfully execute large scale acquisitions in

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a short timeframe. The consideration for the acquisition was determined after arms’ length negotiations among the parties, taking into account BEST Express China’s business operations in China which would rapidly scaled up our network capacity and diversify our customer base, give us access to major e-commerce platforms in China and expand our express delivery services to merchants on these platforms, and lead to potential significant synergies and opportunities for our Group. The Directors confirm that the acquisition of BEST Express China has been properly and legally completed from PRC perspective, with all applicable requisite regulatory approvals obtained.

Acquisition of Fengwang Information

On May 12, 2023, the Group entered into a share transfer agreement with Shenzhen Fengwang Holdings Company Limited (深圳市豐網控股有限公司) (“**Fengwang Holdings**”), a subsidiary of S.F. Holding Co., Ltd. (順豐控股股份有限公司) (stock code: 002352.SZ), to acquire the entire equity interest of Fengwang Holdings’ wholly-owned subsidiary, Shenzhen Fengwang Information Technology Company Limited (深圳市豐網信息技術有限公司) (“**Fengwang Information**”), at a total consideration of RMB1,183 million. The acquisition of Fengwang Information was completed on June 27, 2023. According to the share transfer agreement, the profit or loss of Fengwang Information during the period from March 31, 2023 until the closing date (“**Profit or Loss Adjustment during Transition Period**”) shall be enjoyed or borne by Fengwang Holdings. The payment made by the Group for the acquisition of Fengwang Information after Profit or Loss Adjustment during Transition Period is RMB461 million, subject to confirmation by the Group and Fengwang Holdings.

Fengwang Information is the holding company of Shenzhen Fengwang Express Co., Ltd. (深圳豐網速運有限公司) (“**Fengwang Express**”). Fengwang Information mainly provides express delivery services to e-commerce customers. According to the unaudited financial statements of Fengwang Information prepared in accordance with accounting principles generally accepted in the PRC, the total assets of Fengwang Information as at March 31, 2023 was RMB716 million, the revenue and net loss for the year ended December 31, 2022 was RMB3,275 million and RMB7,473 million, respectively. The Group believes that Fengwang Information is complementary to its business, and that the acquisition of Fengwang Information will enhance the integrated service capabilities of the Group, further increase the Group’s competitive advantages in the e-commerce delivery sector and contribute to the high-quality development of the industry in China. The consideration for the acquisition was determined after arm’s length negotiations among the parties, taking into consideration Fengwang Information’s business operations and the capital markets environment.

RECLASSIFICATION, RE-DESIGNATION AND SHARE SUBDIVISION OF OUR SHARES

On [●] 2023, our Shareholders [resolved], among other things, subject to the [REDACTED] becoming unconditional, that (i) 195,866,682 class B ordinary shares of a par value of US\$0.00001 each held by Jumping Summit Limited be reclassified and redesignated into class A shares of a par value of US\$0.00001 each and each such issued class A share of a par value of US\$0.00001 each be subdivided into five Class A Shares of a par value of US\$0.000002 each; (ii) all of the issued and unissued class A ordinary shares of a par value of US\$0.00001 each and Pre-[REDACTED] Preferred Shares of a par value of US\$0.00001 each of the Company be reclassified and redesignated into class B shares of a par value of US\$0.00001 each and each such issued and unissued class B shares of a par value of US\$0.00001 each be subdivided into five Class B Shares of a par value of US\$0.000002 each.

As a consequence of the Reclassification, Redesignation and Share Subdivision, immediately prior to the completion of the [REDACTED], the authorized share capital of the Company shall be US\$50,000 divided into (i) 979,333,410 Class A Shares with a par value of

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US\$0.000002 each and (ii) 24,020,666,590 Class B Shares with a par value of US\$0.000002 each, and among which the issued share capital shall be US\$16,971,23167 divided into (i) 979,333,410 Class A Shares with a par value of US\$0.000002 each and (ii) 7,506,282,425 Class B Shares with a par value of US\$0.000002 each.

HISTORICAL AND CURRENT PRE-[REDACTED] SHARE INCENTIVE PLANS

Previously, the Company adopted an employee share incentive plan that was initially approved and further amended by the Shareholders on December 30, 2020 and February 26, 2022, respectively. All share awards under the employee share incentive plan have been granted, fully vested and issued to the Company’s shareholding platforms, namely Confortune Holding Limited, Colormin Holding Limited, Supertu Holding Limited, Cotron Holding Limited and Woncher Holding Limited, and there are no outstanding shares under this plan.

In order to align the interests of the Company’s network partners and regional sponsors with those of the Company’s shareholders, the Network Partner Equity Incentive Plan was initially approved by the Shareholders on February 26, 2022, and further amended by the Board on May 31, 2023. No additional share awards will be granted under the Network Partner Equity Incentive Plan upon [REDACTED]. For further information, a summary of the principal terms of the Network Partner Equity Incentive Plan is set out in “Statutory and General Information – 4. Pre-[REDACTED] Share Incentive Plan – Network Partner Equity Incentive Plan” in Appendix V to this document.

ISSUANCE OF FOUNDER AWARD SHARES

In recognition of Mr. Li’s continuous contributions to the Company and to ensure further alignment of Mr. Li’s interests with those of the Company and its shareholders, the Shareholders of the Company unanimously agreed to issue 24,557,934 class B ordinary shares at par value to Jumping Summit Limited (the “**Founder Award Shares Issuance**”) upon the completion of the Series D financing. The Founder Award Shares Issuance was completed on May 17, 2023. Such Class B shares will be redesignated to Class A Shares following the Reclassification, Redesignation and Share Subdivision. In connection with the Founder Award Shares Issuance, Mr. Li undertakes to serve as the Chairman of the Board, or as the Chief Executive Officer, or such other position equivalent to the Chief Executive Officer (the “**Executive Positions**”) for a consecutive period of at least four years (the “**Restricted Period**”) commencing on the [REDACTED]. Mr. Li is entitled to exercise the voting rights and receive dividends underlying the Founder Award Shares (Class A Shares equivalent, assuming completion of Reclassification, Redesignation and Share Subdivision) during the Restricted Period. Mr. Li undertakes to relinquish the Founder Award Shares (Class A Shares equivalent, assuming completion of Reclassification, Redesignation and Share Subdivision) according to the following schedule if he ceases to serve in any and all of the Executive Positions within the four years period commencing on the [REDACTED]:

| Year if and when Mr. Li ceases to serve in any and all Executive Positions during the Restricted Period | Percentage of Founder Award Shares subject to relinquishment |
|--|---|
| Year 1 | 100% |
| Year 2 | 75% |
| Year 3 | 50% |
| Year 4 | 25% |

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If Mr. Li no longer serves in any and all Executive Positions during the Restricted Period under certain agreed circumstances (including (i) the Founder voluntarily resigns or otherwise ceases to serve in any or all Executive Positions at his own election; (ii) the Company terminates Mr. Li from any or all Executive Positions for cause; (iii) the Company and Mr. Li otherwise mutually agree to terminate the Founder’s employment or services in any or all Executive Positions; or (iv) a combination of any of (i) to (iii)), subject to any mandatory lock-up requirements under applicable laws and regulations, the Company shall automatically be entitled to use any lawful means to procure or otherwise obtain a certain percentage of the Founder Award Shares (Class A Shares equivalent, assuming completion of Reclassification, Redesignation and Share Subdivision) at par value based on the year when the Founder ceases to serve in any and all Executive Positions, and Mr. Li undertakes to relinquish such percentage of Founder Award Shares (Class A Shares equivalent, assuming completion of Reclassification, Redesignation and Share Subdivision) at par value by way of any lawful means.

Upon completion of the Series D financing and the Founder Award Shares Issuance, Mr. Li, through Jumping Summit Limited, holds approximately 11.54% of the total issued and outstanding shares of the Company and is entitled to 72.29% of the total voting power of the Company’s issued shares. Upon completion of the [REDACTED], assuming the [REDACTED] is not exercised, the Reclassification, Redesignation and Share Subdivision are completed, Mr. Li, through Jumping Summit Limited, will hold approximately [REDACTED]% of our total issued share capital, and approximately [REDACTED]% of the total voting rights in our Company with respect to the Reserved Matters, and approximately [REDACTED]% of the total voting rights in our Company with respect to matters other than the Reserved Matters, among which, the Founder Award Shares (Class A Shares equivalent, assuming completion of Reclassification, Redesignation and Share Subdivision) would present [REDACTED]% of our total issued share capital, and approximately [REDACTED]% of the total voting rights in our Company with respect to the Reserved Matters, and approximately [REDACTED]% of the total voting rights in our Company with respect to matters other than the Reserved Matters.

CAPITALIZATION OF THE COMPANY

The following table sets out our shareholding structure as of the date of this document and immediately upon the completion of the [REDACTED], assuming the [REDACTED] is not exercised.

| Shareholders | Aggregate number of shares of par value US\$0.00001 each as of the date of this document ⁽¹⁾ | Aggregate Ownership percentage as of the date of this document ⁽¹⁾ | Aggregate number of shares of par value US\$0.00002 each upon the completion of the [REDACTED] ⁽²⁾ | Aggregate Ownership percentage upon the completion of the [REDACTED] ⁽²⁾ |
|--|---|---|---|---|
| Jumping Summit Limited | 195,866,682 | 11.54% | [REDACTED] | [REDACTED]% |
| <i>Tencent</i> | | | | |
| Deep Red Holdings Limited | 26,143,791 | 1.54% | [REDACTED] | [REDACTED]% |
| Rhododendron Investment Limited | 26,142,654 | 1.54% | [REDACTED] | [REDACTED]% |
| TB RACING RABBITS INVESTMENT HOLDINGS L.P. | 19,607,843 | 1.16% | [REDACTED] | [REDACTED]% |
| Eternal Earn Holding Limited | 19,607,843 | 1.16% | [REDACTED] | [REDACTED]% |
| Parallel Cluster Investment Limited | 15,686,274 | 0.92% | [REDACTED] | [REDACTED]% |
| <i>Sub-total</i> | 107,188,405 | 6.32% | [REDACTED] | [REDACTED]% |

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| Shareholders | Aggregate number of shares of par value US\$0.00001 each as of the date of this document ⁽¹⁾ | Aggregate Ownership percentage as of the date of this document ⁽¹⁾ | Aggregate number of shares of par value US\$0.00002 each upon the completion of the [REDACTED] ⁽²⁾ | Aggregate Ownership percentage upon the completion of the [REDACTED] ⁽²⁾ |
|--|---|---|---|---|
| Boyu | | | | |
| Jaunty Global Limited | 68,282,305 | 4.02% | [REDACTED] | [REDACTED]% |
| Joyous Tempinis Limited | 20,912,399 | 1.23% | [REDACTED] | [REDACTED]% |
| Jallion Global Limited | 14,379,085 | 0.85% | [REDACTED] | [REDACTED]% |
| Sub-total | 103,573,789 | 6.10% | [REDACTED] | [REDACTED]% |
| ATM Capital | | | | |
| Fast Creative Zone Limited | 79,993,268 | 4.71% | [REDACTED] | [REDACTED]% |
| Ultra Height Fund L.P. | 13,223,298 | 0.78% | [REDACTED] | [REDACTED]% |
| Sub-total | 93,216,566 | 5.49% | [REDACTED] | [REDACTED]% |
| D1 | | | | |
| D1 SPV Master Holdco I (Hong Kong) Limited | 36,581,713 | 2.16% | [REDACTED] | [REDACTED]% |
| D1 SPV Jupiter (Hong Kong) Limited | 16,049,006 | 0.95% | [REDACTED] | [REDACTED]% |
| Sub-total | 52,630,719 | 3.11% | [REDACTED] | [REDACTED]% |
| Hillhouse | | | | |
| JNRY III Holdings Limited | 33,986,019 | 2.00% | [REDACTED] | [REDACTED]% |
| GLP | | | | |
| China Logistic Investment Holding (12) Limited | 18,808,445 | 1.11% | [REDACTED] | [REDACTED]% |
| China Logistic Investment Holding (11) Limited | 7,022,190 | 0.41% | [REDACTED] | [REDACTED]% |
| Hidden Hill SPV VIII | 6,535,947 | 0.39% | [REDACTED] | [REDACTED]% |
| Hidden Hill Investment 112 | 1,480,270 | 0.09% | [REDACTED] | [REDACTED]% |
| Sub-total | 33,846,852 | 2.00% | [REDACTED] | [REDACTED]% |
| Sequoia | | | | |
| SC GGF III Holdco, Ltd. | 27,450,070 | 1.62% | [REDACTED] | [REDACTED]% |
| SF Express | | | | |
| CELESTIAL OCEAN INVESTMENTS LIMITED | 26,143,791 | 1.54% | [REDACTED] | [REDACTED]% |
| Temasek | | | | |
| Dahlia Investments Pte. Ltd. | 13,071,896 | 0.77% | [REDACTED] | [REDACTED]% |
| SAI Growth | | | | |
| SAI Growth Fund I, LLLP | 9,150,326 | 0.54% | [REDACTED] | [REDACTED]% |
| CMBI | | | | |
| Blessed Tiger Limited | 6,535,663 | 0.39% | [REDACTED] | [REDACTED]% |
| Other Pre-[REDACTED] | | | | |
| Investors | | | | |
| Fast Rabbit Global Limited | 75,993,543 | 4.48% | [REDACTED] | [REDACTED]% |
| Team Spirit Group Limited | 74,635,182 | 4.40% | [REDACTED] | [REDACTED]% |
| Lead Sky Capital Limited | 68,003,712 | 4.01% | [REDACTED] | [REDACTED]% |
| Joyous Sound Limited | 65,939,639 | 3.89% | [REDACTED] | [REDACTED]% |
| Long Origin Limited | 65,542,414 | 3.86% | [REDACTED] | [REDACTED]% |
| Starlight Hero Limited | 65,542,414 | 3.86% | [REDACTED] | [REDACTED]% |
| Grow Profit Enterprises Limited | 59,708,146 | 3.52% | [REDACTED] | [REDACTED]% |
| Top Valley limited | 57,702,788 | 3.40% | [REDACTED] | [REDACTED]% |
| Constant Power Investment Limited | 55,132,038 | 3.25% | [REDACTED] | [REDACTED]% |

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|---|---|---|---|---|
| NP Investment Platform Limited ⁽³⁾ | 38,000,000 | 2.24% | [REDACTED] | [REDACTED]% |
| Ambitious River Limited | 37,546,504 | 2.21% | [REDACTED] | [REDACTED]% |
| Easy Innovation Limited | 28,676,171 | 1.69% | [REDACTED] | [REDACTED]% |
| Uranus Holding Limited | 25,922,105 | 1.53% | [REDACTED] | [REDACTED]% |
| Vast Admire Limited | 23,883,258 | 1.41% | [REDACTED] | [REDACTED]% |
| Super Explorer Holding Limited ⁽⁴⁾ | 22,700,294 | 1.34% | [REDACTED] | [REDACTED]% |
| Yimeter Holding Limited | 22,688,541 | 1.34% | [REDACTED] | [REDACTED]% |
| GCM Grosvenor JT SPV, LLC | 21,568,627 | 1.27% | [REDACTED] | [REDACTED]% |
| Strict Forward Limited | 20,504,349 | 1.21% | [REDACTED] | [REDACTED]% |
| Tickking Holding Limited | 16,113,553 | 0.95% | [REDACTED] | [REDACTED]% |
| Long Shining Limited | 15,849,967 | 0.93% | [REDACTED] | [REDACTED]% |
| Confortune Holding Limited ⁽⁴⁾ | 15,301,848 | 0.90% | [REDACTED] | [REDACTED]% |
| LINK Delivery Investment Limited | 14,564,703 | 0.86% | [REDACTED] | [REDACTED]% |
| Precision World Limited | 14,171,268 | 0.84% | [REDACTED] | [REDACTED]% |
| Woncher Holding Limited ⁽⁴⁾ | 13,453,629 | 0.79% | [REDACTED] | [REDACTED]% |
| AMF-9 Holdings Limited | 13,071,896 | 0.77% | [REDACTED] | [REDACTED]% |
| Vast Elegance Limited | 9,682,558 | 0.57% | [REDACTED] | [REDACTED]% |
| Supertu Holding Limited ⁽⁴⁾ | 9,336,288 | 0.55% | [REDACTED] | [REDACTED]% |
| XN Origin International Limited | 6,535,663 | 0.39% | [REDACTED] | [REDACTED]% |
| ZWC JT Investment Limited | 6,535,663 | 0.39% | [REDACTED] | [REDACTED]% |
| Colormin Holding Limited ⁽⁴⁾ | 6,184,536 | 0.36% | [REDACTED] | [REDACTED]% |
| Portland Street Partners Limited | 4,947,773 | 0.29% | [REDACTED] | [REDACTED]% |
| Speedy Innovation L.P. | 4,947,773 | 0.29% | [REDACTED] | [REDACTED]% |
| Hidden Hill Investment 123 | 4,575,163 | 0.27% | [REDACTED] | [REDACTED]% |
| Cotron Holding Limited ⁽⁴⁾ | 4,542,072 | 0.27% | [REDACTED] | [REDACTED]% |
| Square Lord Limited | 2,979,201 | 0.18% | [REDACTED] | [REDACTED]% |
| Tranquility Ventures Limited | 1,979,110 | 0.12% | [REDACTED] | [REDACTED]% |
| [REDACTED] shareholders | Nil | Nil | [REDACTED] | [REDACTED]% |
| Total | 1,697,123,167 | 100.00% | [REDACTED] | 100% |

Notes:

- (1) Our Company will adopt a WVR structure comprising two classes of Shares, Class A Shares and Class B Shares. Each Class A Share shall entitle its holder to ten votes and each Class B Share shall entitle its holder to one vote except for the Reserved Matters.
- (2) Assuming the [REDACTED] is not exercised, the Reclassification, Redesignation and Share Subdivision are completed, and not taking into account any [REDACTED] that may be subscribed for the existing Shareholders.
- (3) Shareholding platform for the Network Partner Equity Incentive Plan.
- (4) Confortune Holding Limited, Colormin Holding Limited, Supertu Holding Limited, Cotron Holding Limited, Woncher Holding Limited and Super Explorer Investment Limited are shareholding platforms for a certain number of the Company’s current and former employees and consultants. All share awards granted under these shareholding platforms vested upon grant and have been issued to the designated awardees.

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PRE-[REDACTED] INVESTMENTS

1. Series Pre-A1 Financing

On July 15, 2017, our wholly-owned subsidiary, Onwing Global Limited entered into the initial investment agreement with our Series Pre-A1 investors pursuant to which 74,666,665 Series Pre-A1 Preferred Shares were issued to our Series Pre-A1 investors. The cost per Series Pre-A1 Preferred Share was approximately US\$1.3849 and the total consideration was approximately US\$103.41 million. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis) was approximately US\$433.18 million. The consideration was determined based on arm’s length negotiations between our Company and the Series Pre-A1 investors after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series Pre-A1 investment was on March 8, 2018. The discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision.

2. Series Pre-A2 Financing and Share Swap

On August 20, 2018, our wholly-owned subsidiary, Onwing Global Limited entered into the initial investment agreement with our Series Pre-A2 investors pursuant to which 54,266,667 Series Pre-A2 Preferred Shares were issued to our Series Pre-A2 investors. The cost per Series Pre-A2 Preferred Share was approximately US\$1.4749 and the total consideration was approximately US\$80.04 million. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis) was approximately US\$582.09 million. The consideration was determined based on arm’s length negotiations between our Company and the Series Pre-A2 investors after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series Pre-A2 investment was on October 30, 2018. The discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision. On October 24, 2019, we entered into a share swap agreement with our Pre-A1 and Pre-A2 investors among others, pursuant to which their respective shareholdings in Onwing Global Limited were swapped for shares in our Company on a pro-rata basis.

3. Series A Financing

On May 15, 2020, we entered into the initial investment agreement with our Series A investors pursuant to which 269,921,165 Series A Preferred Shares were issued to our Series A investors. The cost per Series A Preferred Share was approximately US\$4.3962 and the total consideration was approximately US\$1.19 billion. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis) was approximately US\$1.97 billion. The consideration was determined based on arm’s length negotiations between our Company and the Series A investors after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series A investment was on August 11, 2020. The discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision.

HISTORY AND CORPORATE STRUCTURE

4. Series B Financing

On December 10, 2020, we entered into the initial investment agreement with our Series B investors pursuant to which 22,462,293 Series B Preferred Shares were issued to our Series B investors. The cost per Series B Preferred Share was approximately US\$4.4519 and the total consideration was approximately US\$100 million. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis), was approximately US\$3.64 billion. The consideration was determined based on arm’s length negotiations between our Company and the Series B investors after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series B investment was on December 31, 2020. The discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision.

5. Series B+ Financing

On February 5, 2021, we entered into the initial investment agreement with our Series B+ investors pursuant to which 255,864,131 Series B+ Preferred Shares were issued to our Series B+ investors. The cost per Series B+ Preferred Share was approximately US\$7.1225 and the total consideration was approximately US\$1.82 billion. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis), was approximately US\$6.00 billion. The consideration was determined based on arm’s length negotiations between our Company and the Series B+ investors after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series B+ investment was on March 25, 2021. The discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision.

6. Series C1 Financing

Between October 19, 2021 and February 25, 2022, we entered into the initial investment agreement with our Series C1 investors pursuant to which 147,428,024 Series C1 Preferred Shares were issued to our Series C1 investors. The cost per Series C1 Preferred Share was approximately US\$14.1000 and the total consideration was approximately US\$2.08 billion. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis), was approximately US\$18.00 billion. The consideration was determined based on arm’s length negotiations between our Company and the Series C1 investors after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series C1 investment was on March 21, 2022.

On May 17, 2023, the Company issued 118,745,672 Series C1 Preferred Shares to Series C1 investors at par value of US\$0.00001 per Share, see “– Pre-[REDACTED] Investments – 9. Issue of Series C1 Preferred Shares and Series C2 Preferred Shares” in this section.

The average cost per Series C1 Preferred Share was approximately US\$7.8097, and the discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the midpoint of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision.

HISTORY AND CORPORATE STRUCTURE

7. Share Repurchase and Concurrent Series C2 Preferred Share Issuance

Between December 31, 2021 and September 30, 2022, a number of our Shareholders entered into a series of transaction agreements with certain shareholders of Yimeter Holding Limited and Tickking Holding Limited (the “**relevant Yimi Dida shareholders**”) in order to restructure their respective shareholdings. Yimeter Holding Limited and Tickking Holding Limited are shareholding platforms for certain shareholders of Yimi Dida Supply Chain Group Co., Ltd. (“**Yimi Dida**”). Yimi Dida is engaged in the provision of less-than-truckload transportation services in China.

As a result of the shareholding restructure, (i) the relevant Yimi Dida shareholders would become Shareholders of the Company and became our Series C2 Preferred Shareholders subject to our currently effective shareholders agreement and (ii) the relevant Shareholders of the Company would indirectly acquire equity interest in Yimi Dida. Pursuant to these arrangements, 55,528,307 Shares held by our Shareholders were repurchased by the Company and 55,528,307 Series C2 Preferred Shares were issued to the relevant Yimi Dida shareholders at the cost per Series C2 Preferred Shares of approximately US\$15.67 as agreed between the Shareholders and relevant Yimi Dida shareholders.

8. Issue of Series C1 Preferred Shares and Series C2 Preferred Shares

Concurrently with our Series D round financing, on May 17, 2023, we entered into agreements with our Series C1 investors and our Series C2 investors, pursuant to which we agreed to issue an aggregate of 118,745,672 Series C1 Preferred Shares and 43,082,204 Series C2 Preferred Shares at total consideration of US\$1,618.27876 at par value of US\$0.00001 per Share, in return for which our Series C1 investors and Series C2 investors agreed to the waiver of or amendments to certain of their shareholder rights under our currently effective articles of association and shareholders agreement. Such consideration was settled in full on May 18, 2023.

9. Series D Financing

On May 12, 2023, we entered into an investment agreement with our Series D investor, pursuant to which 26,143,791 Series D Preferred Shares were issued to our Series D investor. The cost per Series D Preferred Shares was approximately US\$7.6500 and the total consideration was approximately US\$200 million. Based on this round of pre-[REDACTED] financing, the estimated valuation of the Group (on a non-fully diluted basis), was approximately US\$13 billion. The consideration was determined based on arm’s length negotiations between our Company and the Series D investor after taking into consideration the timing of the investments and the status of our business and operating entities. The settlement date for the Series D investment was on May 18, 2023. The discount to the [REDACTED] was [REDACTED]%. The discount to the [REDACTED] is calculated based on the assumption that (i) the [REDACTED] is [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED], and (ii) the completion of the Reclassification, Redesignation and Share Subdivision.

HISTORY AND CORPORATE STRUCTURE

10. [REDACTED] Commitment by Existing Shareholders

Each of AMF-9 Holdings Limited, Ultra Height Fund L.P., Jallion Global Limited, Precision World Limited, D1 SPV Jupiter (Hong Kong) Limited, D1 SPV Master Holdco I (Hong Kong) Limited, GCM Grosvenor JT SPV, LLC, Deep Red Holdings Limited, Eternal Earn Holding Limited, Hidden Hill SPV VIII, JNRY III HOLDINGS LIMITED, Parallel Cluster Investment Limited, SC GGF III Holdco, Ltd., SAI Growth Fund I, LLLP, TB RACING RABBITS INVESTMENT HOLDINGS L.P., Dahlia Investments Pte. Ltd., Hidden Hill Investment 123 and CELESTIAL OCEAN INVESTMENTS LIMITED (together, "[REDACTED] Commitment Shareholder(s)") has provided undertaking to the Company to invest a total amount of US\$[REDACTED] to [REDACTED] for [REDACTED] at the [REDACTED] in the [REDACTED], to the extent permitted under the applicable laws and Listing Rules and subject to approval from the Stock Exchange. Unless such [REDACTED] is being made pursuant to the anti-dilution rights of the Pre-[REDACTED] Investors, the Company has the right, but not obligation, to [REDACTED] such number of [REDACTED] to the [REDACTED] Commitment Shareholders as the Company determines in its absolute discretion. Each of the [REDACTED] Commitment Shareholders undertakes that any [REDACTED] which it subscribes for shall be subject to a lock-up period of six months from the date on which dealings of the Shares of the Company commences of the Stock Exchange. Assuming (i) all the [REDACTED] Commitment Shareholders have been allocated [REDACTED] in full to their committed subscription amount, (ii) the [REDACTED] is determined to be [REDACTED] per [REDACTED], being the mid-point of indicative [REDACTED] ranged stated in this document, and (iii) the [REDACTED] is not exercised, the [REDACTED] Commitment Shareholders will [REDACTED] (rounded down to the nearest whole [REDACTED] of [REDACTED] Class B Shares), representing approximately [REDACTED]% of the total number of [REDACTED], among which, (a) [REDACTED] (representing approximately [REDACTED]% of the total number of [REDACTED] and approximately [REDACTED]% of the total issued share capital of the Company at the time of the [REDACTED]) will be [REDACTED] pursuant to the exercise of anti-dilution rights of such [REDACTED] Commitment Shareholders, and (b) [REDACTED] (representing approximately [REDACTED]% of the total number of [REDACTED] and approximately [REDACTED]% of the total issued share capital of the Company at the time of the [REDACTED]) will be [REDACTED] in excess to the anti-dilution [REDACTED] entitled to the [REDACTED] Commitment Shareholders.

[REDACTED].

11. Principal Terms of the Pre-[REDACTED] Investments and Pre-[REDACTED] Investors' Rights

Basis of determining the consideration paid

The consideration for the Pre-[REDACTED] Investments were determined based on arm's length negotiations between our Company and the Pre-[REDACTED] Investors after taking into consideration the timing of the investments and the status of our business and operating entities.

HISTORY AND CORPORATE STRUCTURE

Use of [REDACTED] from the Pre-[REDACTED] Investments

We utilized the [REDACTED] from the Pre-[REDACTED] Investments involving the issue of Shares to the Pre-[REDACTED] Investors for the operations of our Company and in accordance with the business plan or budget as approved by the Board. As of the Latest Practicable Date, approximately 78.09% of the funds raised from the Pre-[REDACTED] Investments had been utilized.

Lock-up requirement under Guidance Letter HKEX-GL93-18

Whilst the Pre-[REDACTED] Investors are not subject to any lock-up arrangement at the time of their Pre-[REDACTED] Investments pursuant to the relevant agreements, lock-up undertakings will be given to the [REDACTED], pursuant to which [each] Pre-[REDACTED] Investors will agree that, subject to the terms of such lock-up undertakings, it will not, whether directly or indirectly, at any time during the period of six months from the [REDACTED] dispose of any of the Shares held by such Pre-[REDACTED] Investor. For further information about lock-up arrangements by the Pre-[REDACTED] Investors to the [REDACTED], please refer to “[REDACTED]”.

Principal Pre-[REDACTED] Investors which are sophisticated investors (including Boyu and ATM, the information of which are set out under “14. Information on the Pre-[REDACTED] Investors” in this section below) will retain at least an aggregate of 50% of their investment at the time of [REDACTED] for a period of at least six months following the [REDACTED], in accordance with the Stock Exchange’s Guidance Letter HKEX-GL93-18.

Strategic benefits of the Pre-[REDACTED] Investors brought to our Company

At the time of the Pre-[REDACTED] Investments, our Directors were of the view that our Company would benefit from the additional capital provided by the Pre-[REDACTED] Investors’ investments in our Company and their knowledge and experience. Our Pre-[REDACTED] Investors include renowned companies in relevant industries, which can help us achieve business synergies, and professional strategic investors, which can provide us with professional advice on our Group’s development and improve our corporate governance, financial reporting and internal control.

HISTORY AND CORPORATE STRUCTURE

In particular, with the established network of reputable and experienced financial investors such as Boyu, ATM and GLP, we could benefit from such commitment as we believe the investments demonstrate their confidence in the operations of our Group and serve as endorsements of our Group's performance, strength and prospects. Furthermore, the investments from several reputable institutional investors, such as Tencent and SF Express, will create potential strategic cooperation opportunities whereby they can provide us with professional insights and advice on our development and can help us achieve business synergies to reinforce our existing market position.

Anti-dilution Rights

To the extent permitted under applicable laws and Listing Rules, each Pre-[REDACTED] Investors holding Pre-[REDACTED] Preferred Shares may require the Company to issue [REDACTED] to such Pre-[REDACTED] Investors (and/or any of its affiliates) at the [REDACTED], so that the aggregate shareholding percentage of such Pre-[REDACTED] Investors (together with its affiliates) in the Company immediately after the completion of the [REDACTED] will be the same as the aggregate shareholding percentage of such Pre-[REDACTED] Investors (together with its Affiliates) in the Company immediately prior to the [REDACTED]. Assuming (i) all the Pre-[REDACTED] Investors holding Pre-[REDACTED] Preferred Shares (and/or any of its affiliates) have exercised their anti-dilution rights in full, (ii) the [REDACTED] is determined to be [REDACTED] per [REDACTED], being the mid-point of indicative [REDACTED] ranged stated in this document, and (iii) the [REDACTED] is not exercised, such Pre-[REDACTED] Investors holding Pre-[REDACTED] Preferred Shares (and/or any of its affiliates) will [REDACTED], representing approximately [REDACTED]% of the total number of [REDACTED] and approximately [REDACTED]% of the total issued share capital of the Company at the time of the [REDACTED].

12. Special Rights of the Pre-[REDACTED] Investors

All of our Pre-[REDACTED] Investors are currently bound by the terms of the currently effective articles of association of the Company, which will be replaced by our Articles effective upon the completion of the [REDACTED]. Pursuant to our Shareholders Agreement, the Pre-[REDACTED] Investors were granted certain special rights in relation to the Company.

HISTORY AND CORPORATE STRUCTURE

The redemption rights granted to the Pre-[REDACTED] Investors under the Shareholders Agreement have been suspended immediately prior to the first submission of the [REDACTED] to the Stock Exchange for the purpose of the [REDACTED], and will only be exercisable if the [REDACTED] does not take place, otherwise such redemption rights will terminate upon the [REDACTED]. All other special rights under the Pre-[REDACTED] Investments, including, among others, (a) registration rights; (b) information and inspection rights; (c) preemptive rights; (d) share transfer restrictions; (e) right of first refusal; (f) right of co-sale; (g) protective provisions granted to certain shareholders; (h) liquidation preference rights; (i) most favorable treatment right; and (j) certain corporate governance rights (including board nomination and board observer rights), shall cease to be effective and be discontinued upon the [REDACTED] in accordance with the Guidance Letter GL43-12, and the terms of the Shareholders Agreement.

All Ordinary Shares held by shareholders other than Jumping Summit Limited and all of the Pre-[REDACTED] Preferred Shares will convert into Class B Shares on a one-to-one basis immediately following the Reclassification, Redesignation and Share Subdivision and completion of the [REDACTED] at which time our share capital will comprise two classes of shares, Class A Shares and Class B Shares. For further information on the rights attached to our Class A Shares and Class B Shares, see “Share Capital.”

13.

[REDACTED]

14. Information on the Pre-[REDACTED] Investors

The following sets forth information of our Pre-[REDACTED] Investors.

Tencent

Rhododendron Investment Limited (“**Rhododendron Investment**”) and Deep Red Holdings Limited (“**Deep Red**”) are companies limited by shares incorporated in the British Virgin Islands. TB Racing Rabbits Investment Holdings L.P. (“**TB Racing Rabbits**”) is an exempted limited partnership registered in the Cayman Islands. Rhododendron Investment, Deep Red and TB Racing Rabbits are all wholly owned by

HISTORY AND CORPORATE STRUCTURE

Tencent Holdings Limited, a company listed on the Main Board of the Stock Exchange (HKEX: 00700, “**Tencent**”). Tencent is a leading provider of Internet value-added services in China, including communications and social networks, games, digital content, advertising, fintech and cloud services.

Eternal Earn Holding Limited is an exempted company incorporated in the Cayman Islands with limited liability and a wholly-owned subsidiary of TPP Fund II, L.P., whose general partner is TPP GP II, Ltd, which is ultimately controlled by Tencent.

Parallel Cluster Investment Limited is an exempted company incorporated in the Cayman Islands with limited liability and a wholly-owned subsidiary of Parallel Cluster Investment L.P., whose general partner is Parallel Cluster GP Limited, which is ultimately controlled by Tencent.

Boyu

Joyous Tempinis Limited is an exempted company with limited liability incorporated under the laws of the Cayman Islands. Jaunty Global Limited and Jallion Global Limited are BVI business companies incorporated under the laws of the British Virgin Islands. They are directly or indirectly controlled by Boyu Capital Fund IV, L.P., an exempted limited partnership registered under the laws of the Cayman Islands. Boyu Capital Fund IV, L.P. is advised by Boyu Capital Group Management Ltd. (together with its affiliates, “**Boyu**”). Boyu provides investment advisory services to multiple China-focused investment funds which aim at providing growth and transformational capital for fast-growing businesses in Greater China.

ATM

Fast Creative Zone Limited is a BVI business company incorporated in the British Virgin Islands and Ultra Height Fund L.P. is an exempted limited partnership registered in the Cayman Islands (the “**ATM Entities**”). Fast Creative Zone Limited is majority held by Global Express Fund L.P., a limited partnership established in Cayman Islands. Global Express Fund L.P. and Ultra Height Fund L.P. are managed by Global Express GP Limited and Global Freight Limited respectively, both of which are ATM Capital’s management entities. ATM Capital is an early to growth stage venture fund rooted in Southeast Asia. The ATM Capital team consists of Chinese and Southeast Asian professionals with significant experience in investment, entrepreneurship, technology and operations. ATM Capital focuses on three main sectors of high growth potential including e-commerce and its supporting infrastructure, consumer retail, fintech, and renewable energy. ATM Capital has approximately US\$1 billion AUM.

D1

D1 SPV Master Holdco I (Hong Kong) Limited, a company organized under the laws of Hong Kong, is wholly owned by D1 Master Holdco I LLC, a limited liability company organized under the laws of the State of Delaware, which is wholly owned by D1 Capital Partners Master LP, an exempted limited partnership organized under the laws of the Cayman Islands. D1 Capital Partners Master LP’s general partner is D1 Capital Partners GP Sub LLC, a limited liability company organized under the laws of the State of Delaware, and which is ultimately controlled by D1 Capital Partners GP LLC, a limited liability company organized under the laws of the State of Delaware. D1 Capital Partners Master LP’s limited partners are D1 Capital Partners Onshore LP, a limited partnership organized under the laws of the State of Delaware, and D1 Capital Partners Intermediate

HISTORY AND CORPORATE STRUCTURE

LP, an exempted limited partnership organized under the laws of the Cayman Islands. D1 Capital Partners Onshore LP’s general partner is D1 Capital Partners GP LLC, and it has raised capital from limited partners that include high net worth individuals as well as institutional investors. D1 Capital Partners Intermediate LP’s general partner is D1 Capital Partners GP LLC, and its sole limited partner is D1 Capital Partners Offshore LP, an exempted limited partnership organized under the laws of the Cayman Islands. D1 Capital Partners Offshore LP’s general partner is D1 Capital Partners GP LLC and it has raised capital from limited partners that include high net worth individuals as well as institutional investors.

D1 SPV Jupiter (Hong Kong) Limited, a company organized under the laws of Hong Kong, is owned by (1) D1 Capital Series LLC – Series Jupiter, a separate series of D1 Capital Series LLC, a limited liability company organized under the laws of the State of Delaware, which is controlled by its investment manager, D1 Capital Partners L.P., a limited partnership organized under the laws of the State of Delaware, and by its managing member, Daniel Sundheim, and which is wholly-owned by employees of D1 Capital Partners L.P. and (2) D1 Jupiter Holdings LP, a limited partnership organized under the laws of the State of Delaware. D1 Jupiter Holdings LP’s general partner is D1 Jupiter Holdings GP LLC, a limited liability company organized under the laws of the State of Delaware, and which is ultimately controlled by D1 Capital Partners GP LLC. D1 Jupiter Holdings LP’s limited partners include institutional investors.

D1 SPV Master Holdco I (Hong Kong) Limited, D1 Capital Partners Master LP, D1 Capital Partners Onshore LP, D1 Capital Partners Intermediate LP, D1 Capital Partners Offshore LP, D1 SPV Jupiter (Hong Kong) Limited and D1 Jupiter Holdings LP are directly or indirectly controlled by D1 Capital Partners GP LLC, as well as their investment manager, D1 Capital Partners L.P., both of which are ultimately controlled by Daniel Sundheim. D1 Capital Partners L.P. manages private investment vehicles and other accounts which invest globally, in both public and private companies, primarily in the technology, media and telecom, industrials, healthcare, consumer, real estate and financial services sectors.

Hillhouse

JNRY III HOLDINGS LIMITED is an exempted company with limited liability incorporated under the laws of the Cayman Islands and is engaged in investment holding. JNRY III HOLDINGS LIMITED is ultimately managed and controlled by Hillhouse Investment Management, Ltd. (“**Hillhouse Investment**”), an exempted company incorporated under the laws of the Cayman Islands. Founded in 2005, Hillhouse Investment is a global private equity firm of investment professionals and operating executives who are focused on building and investing in high quality business franchises that achieve sustainable growth. Independent proprietary research and industry expertise, in conjunction with world-class operating and management capabilities, are key to Hillhouse’s investment approach. Hillhouse partners with exceptional entrepreneurs and management teams to create value, often with a focus on innovation and growth. Hillhouse invests in the fields of healthcare, business services, broad consumption and industrials. Hillhouse manages assets on behalf of institutional clients from across the globe.

HISTORY AND CORPORATE STRUCTURE

GLP

China Logistic Investment Holding (11) Limited, China Logistic Investment Holding (12) Limited and Hidden Hill Investment 112 are exempted companies incorporated in the Cayman Islands with limited liability; Hidden Hill SPV VIII is a special purpose vehicle wholly-owned by Hidden Hill Foundation Fund L.P. Hidden Hill Foundation Fund L.P. is a private equity fund registered in the Cayman Islands. China Logistic Investment Holding (11) Limited, China Logistic Investment Holding (12) Limited, Hidden Hill Investment 112 and Hidden Hill SPV VIII are ultimately controlled by GLP Pte. Limited.

Sequoia

SC GGF III Holdco, Ltd. is an exempted company with limited liability incorporated under the laws of the Cayman Islands. The sole shareholder of SC GGF III Holdco, Ltd. is Sequoia Capital Global Growth Fund III – Endurance Partners, L.P., which is an investment fund whose primary purpose is to make equity investments in private companies.

SF Express

CELESTIAL OCEAN INVESTMENTS LIMITED is a company incorporated under the Laws of the British Virgin Islands and is wholly owned by S.F. Holding Co., Ltd. (順豐控股股份有限公司) (“**SF Holding**”). SF Holding is a joint stock company established in the PRC, whose shares are listed on the Shenzhen Stock Exchange (stock code: 002352.SZ). According to SF Holding, it is the largest integrated logistics service provider in China and the fourth largest in the world, providing domestic and international end-to-end one-stop logistics services.

Temasek

Dahlia Investments Pte. Ltd (“**Dahlia**”) is an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited (“**Temasek**”). Incorporated in 1974, Temasek is a global investment company with a net portfolio value of S\$403 billion (RMB1.89 trillion) as at 31 March 2022. Temasek’s purpose “So Every Generation Prospers” guides it to make a difference for today’s and future generations. Temasek’s Charter defines its three roles as an Investor, Institution and Steward, and shapes its ethos to do well, do right and do good. Sustainability is at the core of all that Temasek does. Temasek is committed to catalysing solutions to global challenges and activating capital – financial, human, social and natural – to bring about a better and more inclusive world for all.

SAI Growth

SAI Growth Fund I, LLLP (“**SAI Growth**”) is a Delaware limited liability limited partnership. SIG Asia Investment, LLLP, a Delaware limited liability partnership, is the investment manager for SAI Growth pursuant to an investment management agreement and, as such, has discretionary authority to vote and dispose of the shares in our Company held by SAI Growth. In addition, Heights Capital Management, Inc., a Delaware Corporation, is the investment manager for SIG Asia Investment, LLLP pursuant to an investment agreement and, as such, has discretionary authority to vote and dispose of the shares in our Company held by SAI Growth.

HISTORY AND CORPORATE STRUCTURE

CMBI

Blessed Tiger Limited is a British Virgin Islands business company incorporated under the laws of British Virgin Islands, which is an investment holding vehicle held by funds managed by a subsidiary of CMB International Capital Corporation Limited (“**CMBI**”). CMBI and its subsidiaries provide extensive financial services which mainly include, among others, corporate finance, asset management (over RMB100 billion in AUM as of 31 Dec, 2021), wealth management, equity and structured finance businesses. CMBI is a subsidiary of China Merchants Bank Co., Limited, a company listed on the Stock Exchange (HKEX: 3968).

Other Pre-[REDACTED] Investors

Fast Rabbit Global Limited is a limited company incorporated in the British Virgin Islands, the ultimate beneficial owners of which neither control more than 30% equity interest nor can be deemed to have majority control.

Team Spirit Group Limited, a limited company incorporated in the British Virgin Islands, is approximately 65.9% owned by the Labor Union Committee of Guangdong OPLUS Holdings Co., Ltd; approximately 33.6% owned by GLORY HILL HOLDINGS LIMITED (高耀集團有限公司) and approximately 0.5% owned by Mr. Jin Leqin. The Labor Union Committee of Guangdong OPLUS Holdings Co., Ltd is deemed to be controlled by Mr. Chen Mingyong⁽¹⁾. Mr. Chen Mingyong has more than 20 years of management experience in the telecommunications electronics industry and has significant experience investing in logistics and technology sectors.

Lead Sky Capital Limited is a limited company incorporated in the British Virgin Islands, which is a shareholding platform for a number of regional sponsors, the ultimate beneficial owners of which neither control more than 30% equity interest nor can be deemed to have majority control.

Joyous Sound Limited is a British Virgin Islands company, wholly-owned by Jin Leqin, an independent third party. Its main business scope is investment holding. Jin Leqin is an individual investor with extensive experience investing in telecommunications and electronics sectors.

Long Origin Limited is a British Virgin Islands company, wholly-owned by Yuan Zhang, a non-executive Director. Its main business scope is investment holding.

Starlight Hero Limited is a British Virgin Islands company, wholly-owned by Liang Xiaojing⁽¹⁾, an independent third party. Its main business scope is investment holding. Ms. Liang Xiaojing is an individual investor with extensive investment and management experience in both traditional and innovative technology segments.

Grow Profit Enterprises Limited is a limited company incorporated in the British Virgin Islands, the ultimate beneficial owners of which neither control more than 30% equity interest nor can be deemed to have majority control.

Note: Mr. Chen Mingyong and Ms. Liang Xiaojing are spouses of each other.

HISTORY AND CORPORATE STRUCTURE

Top Valley Limited is a limited company incorporated in the British Virgin Islands, which is a shareholding platform for a number of regional sponsors, the ultimate beneficial owners of which neither control more than 30% equity interest nor can be deemed to have majority control.

Constant Power Investment Limited is a limited company incorporated in the British Virgin Islands, which is a shareholding platform for a number of regional sponsors, the ultimate beneficial owners of which neither control more than 30% equity interest nor can be deemed to have majority control.

Ambitious River Limited is a British Virgin Islands company, wholly-owned by Jin Zhijiang, an independent third party. Its main business scope is investment holding. Jin Zhijiang is an individual investor with extensive management experience in the educational electronics sector.

Easy Innovation Limited is a Cayman Islands company, wholly-owned by Alice Yu-fen Cheng⁽¹⁾, a non-executive Director. Its main business scope is investment holding.

Uranus Holding Limited is a limited company incorporated in the British Virgin Islands. The largest shareholder is Glistening Volition Holdings Limited. None of the remaining shareholders hold more than 30%.

Vast Admire Limited is a limited company incorporated in the British Virgin Islands, the ultimate beneficial owners of which neither control more than 30% equity interest nor can be deemed to have majority control.

Yimeter Holding Limited is a limited company incorporated in the British Virgin Islands, which is an investment platform for a number of shareholders. The largest shareholder holding approximately 38.61% equity interest is Orient Alpha Limited, a Hong Kong incorporated company, wholly-owned by Bank of China Group Investment Limited. None of the remaining shareholders hold more than 30%.

GCM Grosvenor JT SPV, LLC (the “**GCM Shareholder**”), a Delaware limited liability company, is managed by GCM Investments GP, LLC, a Delaware limited liability company, which is wholly owned by Grosvenor Capital Management Holdings, LLLP, a Delaware limited liability limited partnership. The general partner of Grosvenor Capital Management Holdings, LLLP is GCM Grosvenor Holdings, LLC, a Delaware limited liability company, which is wholly owned by GCM Grosvenor Inc., a Delaware corporation whose Class A common stock is publicly traded on the Nasdaq Stock Market (Nasdaq: GCMG). GCMG is a global alternative asset management solutions provider. Michael J. Sacks (“**Mr. Sacks**”) is the Board Chairman and Chief Executive Officer of GCMG. Mr. Sacks disclaims beneficial ownership of the shares in the Company held by the GCM Shareholder. The GCM Shareholder purchased these shares in the ordinary course of business on behalf of its members, which includes institutional investors and D1 Capital Partners GP LLC. An affiliate of D1 Capital Partners GP LLC, D1 Capital Partners L.P., serves as a non-discretionary investment consultant to Grosvenor Capital Management, L.P., a limited partnership organized under the laws of the State of Illinois,

Note: Ms. Alice Yu-fen Cheng is currently in the process of setting up a trust for estate planning purposes.

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with respect to certain investments in the Company made by GCM Grosvenor JT SPV, LLC. In connection with such non-discretionary investment consulting relationship, D1 Capital Partners GP LLC makes certain de minimis investments in GCM Grosvenor JT SPV, LLC.

Strict Forward Limited is a British Virgin Islands company, wholly-owned by Qiu Yanjie, an independent third party. Its main business scope is investment holding.

Tickking Holding Limited is a limited company incorporated in the British Virgin Islands, which is an investment platform for a number of shareholders. The largest shareholder holding approximately 30.91% equity interest is Yang Xingyun, an independent third party. None of the remaining shareholders hold more than 30%.

Long Shining Limited is a British Virgin Islands company, ultimately controlled by Wu Ching Ho, an independent third party. Its main business scope is investment holding.

LINK Delivery Investment Limited is a limited liability company incorporated in the British Virgin Islands. LINK Delivery Investment Limited is wholly-owned by LINK Delivery Holding Limited, a limited liability company incorporated in the British Virgin Islands. LINK Delivery Holding Limited is wholly-owned by HOPU USD Master Fund III, L.P., a Cayman Islands limited partnership, acting through its general partner, HOPU Investments Co. III Ltd., which is part of and managed by HOPU Investments (an independent third party), an Asian alternative asset manager.

Precision World Limited is a limited liability BVI business company established under the laws of the British Virgin Islands, wholly-owned by Boyu Dinghui (Hainan) Business Management Partnership Enterprise (Limited Partnership) (博裕定慧(海南)企業管理合夥企業(有限合夥)), a limited partnership incorporated in the PRC, which is controlled by its general partner, Boyu Jingtai (Shanghai) Enterprise Management Co., Ltd. (博裕景泰(上海)企業管理有限公司).

AMF-9 Holdings Limited is a company limited by shares incorporated in the British Virgin Islands and wholly-owned by Aspex Master Fund. Aspex Master Fund (“**Aspex**”) is a Cayman Islands exempted company incorporated with limited liability operating as a private investment fund, which is managed by Aspex Management (HK) Limited (“**Aspex Management**”). Aspex Management is a licensed corporation established in Hong Kong to carry out type 9 (asset management) regulated activities under the SFO in Hong Kong and serves as investment manager to Aspex. Aspex’s investment objective is to achieve attractive absolute returns over the medium-to-long-term horizon through a bottom-up, research intensive, fundamentally-driven equity investment strategy focused on companies based in or heavily exposed to the Pan-Asia region.

Vast Elegance Limited is a British Virgin Islands investment holding company, 40% owned by Hui Group Capital L.P. and 60% owned by Yang’s Capital Limited. Hui Group Capital L.P. is managed by its general partner, Hui Investment Management Capital Limited. Hui Investment Management Capital Limited is controlled by Yang’s Capital Limited. The ultimate beneficial owner of Yang’s Capital Limited is Mr. Yang Longzhong, an independent third party.

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XN Origin International Limited, a limited liability company established under the laws of British Virgin Islands, is 40% owned by D1 Capital Partners Master LP; 30% owned by Nanjing Xingnayang Enterprise Management Partnership (Limited Partnership); 29.8% owned by Focustar Capital Investment Fund L.P.; 0.2% owned by Great Dipper Limited. Nanjing Xingnayang Enterprise Management Partnership (Limited Partnership) and Focustar Capital Investment Fund L.P. are investment vehicles controlled by Mr. Wang Jianguo.

ZWC JT Investment Limited is a limited liability company established under the laws of British Virgin Islands. ZWC JT Investment Limited focuses on investment in the logistics industry. It is controlled by ZWC Fund II General Partners Limited as its controlling shareholder.

Portland Street Partners Limited is a Guernsey limited company focusing on investment activities.

Speedy Innovation L.P. is a limited partnership formed in the British Virgin Islands, whose general partner is Honor Journey Limited. Honor Journey Limited is controlled by Liu Bin, an independent third party.

Hidden Hill Investment 123 is an exempted company incorporated in the Cayman Islands with limited liability, fully managed and controlled by NewQuest Asia Fund IV (Singapore) Pte. Ltd., a private limited company incorporated in Singapore.

Square Lord Limited is a British Virgin Islands company, wholly-owned by Fang Xiaoqiu, an independent third party. Its main business scope is investment holding.

Tranquility Ventures Limited is a limited liability company established under the laws of the British Virgin Islands, wholly-owned by Echo Investment L.P. focusing on investment activities.

COMPLIANCE WITH INTERIM GUIDANCE AND GUIDANCE LETTERS

Based on the documents provided by our Company relating to the Pre-[REDACTED] Investments, the Joint Sponsors are of the view that the Pre-[REDACTED] Investments are in compliance with the Guidance Letter HKEx-GL29-12 issued in January 2012 and updated in March 2017 by the Stock Exchange, Guidance Letter HKEx-GL43-12 issued in October 2012 and updated in July 2013 and in March 2017 by the Stock Exchange and Guidance Letter HKEx-GL44-12 issued in October 2012 and in March 2017 by the Stock Exchange.

HISTORY AND CORPORATE STRUCTURE

Notes:

- (1) For details on such Shareholders, see “– Pre-[REDACTED] Investments – 14. Information on the Pre-[REDACTED] Investors” in this section.
 - (2) This includes all our other Pre-[REDACTED] Investors. For additional information, see “– Pre-[REDACTED] Investments – 14. Information on the Pre-[REDACTED] Investors” in this section.
 - (3) The remaining 51% equity interest is held as to 1 share by Huo Wensheng and as to approximately 51% by Suteemon Aggarwal, who are Independent Third Parties. As per relevant investment agreements, the Company indirectly enjoys substantially 100% of the dividend interest of Global Jet Express (Thailand) Co., Ltd.
 - (4) The remaining equity interest is held as to approximately 0.34% by Cloud Road Limited, which is a shareholding entity for members of J&T International Logistics Limited’s management team.
 - (5) Jet Global is the holding company of the Group’s operating entities in new markets including Brazil, Egypt, Mexico, UAE and Saudi Arabia. Jet Global conducted a round of financing in 2021 to certain financial and institutional investors, following which such investors hold 36.19% of the shareholding in Jet Global. We have entered into a shareholders agreement in relation to Jet Global, which includes customary terms concerning corporate governance (including but not limited to number of director, election and removal of director, vacancy on director, reimbursement and indemnity for directors), shareholder protection (including but not limited to information right, restrictions on transfer, right of first refusal, co-sale rights, matters requiring approval of shareholders), arrangement for liquidation or winding up events, covenants (in relation to non-competition, compliance with law and tax matters) and termination provisions. Each of the Jet Global investors (“**Jet Global Investor(s)**”) has also been granted an exit right, under which it may request the Company to issue such number of Shares as is equal to the result of such Jet Global Investor’s exit price (to be calculated based on the results of operations in the new regions and the Jet Global Investor’s beneficial interest in such new region, or the Jet Global Investor’s investment amount in such new region) divided by the share price of the Company at the time of the Jet Global Investor Exit Right being exercised, in exchange for such Jet Global Investor’s holding in Jet Global (“**Jet Global Investor Exit Right**”). The Jet Global Investor Exit Right will only be exercisable during 30-day periods in each of 2026 and 2027. For illustration purpose of the potential dilutive impact on the shareholding of the Company upon exercise of the Jet Global Investor Exit Right, based on results of operations in the new regions in 2022, the Jet Global Investors’ beneficial interest in all new regions, the Jet Global Investors’ investment amount and a maximum [REDACTED] of [REDACTED], the Company would issue [REDACTED] Shares should all the Jet Global Investors fully exercise the Jet Global Investor Exit Right, representing approximately [REDACTED]% of the total number of issued and outstanding Shares immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised). The actual number of shares that may be issued by the Company will be based on the actual performance of the new regions and share price of the Company at the time of the Jet Global Investor Exit Right being exercised.
- The Company holds JNT KSA, the operating entity through which the Company conducts its Saudi operations, through J&T KSA HOLDING PTE. LTD.. JNT KSA is owned as to 50% indirectly by the Company and 50% by eWTP Arabia Technology Innovation Limited (“**eWTP**”), an Independent Third Party. We have entered into a shareholders agreement in relation to the JNT KSA, which includes customary terms concerning shareholders’ information rights and inspection rights, corporate governance (including but not limited to board composition, shareholder communication updates, related party transaction notification, quorum of board meeting, appointment of management, matters requiring approval of shareholders, signatory authority, etc.), shareholder protection (including but not limited to share transfer restrictions, right of participation to purchase new shares, right to dividends, etc.), shareholders’ cooperation and support to the company, representations and warranties, shareholders’ intellectual property rights and termination provisions. eWTP has also been granted an exit right, under which it may request the Company to issue such number of Shares as is equal to the results of eWTP exit price (to be calculated based on the results of operations of the JNT KSA group and eWTP’s beneficial interest in JNT KSA, or eWTP’s investment amount in JNT KSA).

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divided by the share price of the Company at the time of the eWTP Exit Right being exercised, in exchange for eWTP's holding in JNT KSA (“eWTP Exit Right”). The eWTP Exit Right will only be exercisable after December 31, 2026. For illustration purpose of the potential dilutive impact on the shareholding of the Company upon exercise of the eWTP Exit Right, based on the JNT KSA group's results of operations in 2022, eWTP's beneficial interest in JNT KSA, eWTP's investment amount and a maximum [REDACTED] of [REDACTED], the Company would issue [REDACTED] Shares should eWTP exercise the eWTP Exit Right, representing approximately [REDACTED] % of the total number of issued and outstanding Shares immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised). The actual number of shares that may be issued by the Company will be based on the actual performance of the JNT KSA group and share price of the Company at the time of the eWTP Exit Right being exercised.

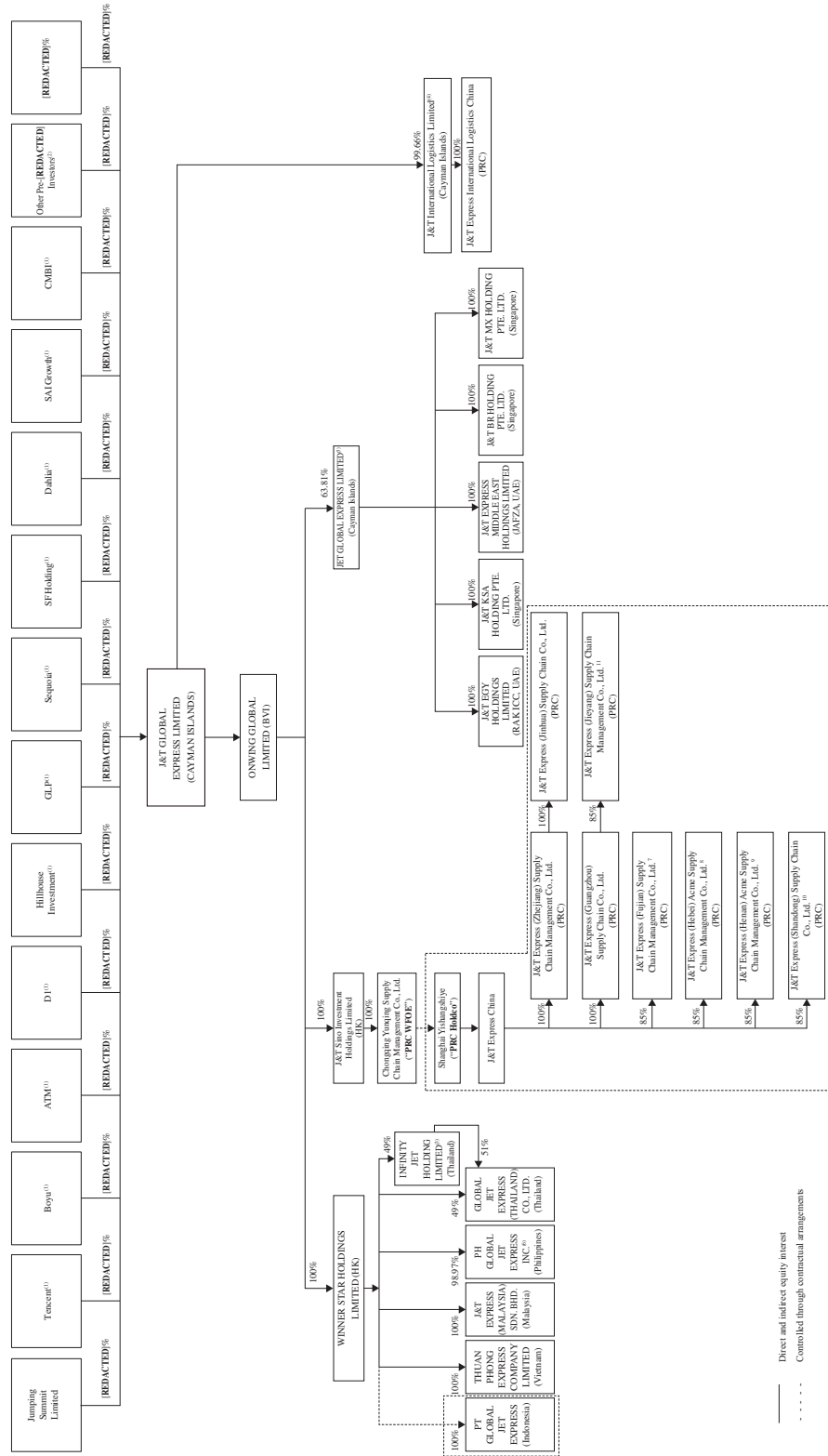
The Company will comply with the relevant requirements of the applicable Listing Rules, in particular those under Chapters 14 and 14A and obtain the necessary shareholders' approval (if required), listing approval and mandate to issue new Shares of the Company for the purpose of effecting the Jet Global Investor Exit Right and the eWTP Exit Right if any Jet Global Investors and/or eWTP choose to exercise the Jet Global Investor Exit Right or the eWTP Exit Right respectively after the Proposed [REDACTED].

- (6) The remaining 1.03% equity interest is held as to 0.33% by Mr. John John Pacheco; as to 0.33% by Ms. Shiela Mae Casayuran; as to 0.33% by Ms. Christina Ma Aquino; all three of which are directors of PH Global Jet Express Inc., doing business under the name and style of J&T Express, 0.03% by J&T PH Holdings Pte Ltd, a subsidiary of the Company; 1 share by Mr. Lei Ding and 1 share by Mr. Yu Rong.
- (7) The remaining 15% equity interest is owned by Chongqing Jiesheng Supply Chain Technology Co., Ltd., ultimately controlled by regional sponsors who are responsible for J&T Express (Fujian) Supply Chain Management Co., Ltd.'s management team.
- (8) The remaining 15% equity interest is owned by Chongqing Jiehong Supply Chain Technology Co., Ltd., ultimately controlled by regional sponsors who are responsible for Hebei J&T Express (Hebei) Acme Supply Chain Management Co., Ltd.'s management team.
- (9) The remaining 15% equity interest is owned by Chongqing Jieben Supply Chain Technology Co., Ltd., ultimately controlled by regional sponsors who are responsible for Henan J&T Express (Henan) Acme Supply Chain Co., Ltd.'s management team.
- (10) The remaining 15% equity interest is owned by Chongqing Qiyue Supply Chain Technology Co., Ltd., ultimately controlled by regional sponsors who are responsible for J&T Express (Shandong) Supply Chain Co., Ltd.'s management team.
- (11) The remaining 15% equity interest is owned by Chongqing Zhujie Supply Chain Technology Co., Ltd., ultimately controlled by regional sponsors who are responsible for Jieyang J&T Express (Jieyang) Supply Chain Management Co., Ltd.'s management team.

HISTORY AND CORPORATE STRUCTURE

Corporate structure immediately following the [REDACTED]

The following diagram illustrates the simplified corporate and shareholding structure of our Company immediately following the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised and (ii) the Share Subdivision is completed).



Notes (1) to (11): See the details contained in the preceding pages.

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PRC REGULATORY REQUIREMENTS

According to the M&A Rules jointly issued by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the SAT, the CSRC, the SAIC and the SAFE on August 8, 2006, effective on September 8, 2006, and amended on June 22, 2009, a foreign investor is required to obtain necessary approvals when it (i) acquires the equity of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (ii) subscribes the increased capital of a domestic enterprise so as to convert the domestic enterprise into a foreign-invested enterprise; (iii) establishes a foreign-invested enterprise through which it purchases the assets of a domestic enterprise and operates these assets; or (iv) purchases the assets of a domestic enterprise through relevant agreements and then invests such assets to establish a foreign-invested enterprise. The M&A Rules, among other things, further purport to require that an offshore special vehicle, or a special purpose vehicle, formed for overseas listing purposes and controlled directly or indirectly by PRC companies or individuals, to obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange, in the event that the special purpose vehicle acquires shares of or equity interests in the PRC companies in exchange for the shares of offshore companies.

Our PRC Legal Adviser is of the opinion that, based on their understanding of the current PRC laws and regulations, prior CSRC approval for the [REDACTED] is not required because (i) WFOE and its wholly-owned PRC subsidiaries were not established through a merger or acquisition of equity interest or assets of a PRC domestic company owned by PRC companies or individuals, as defined under the M&A Rules, that are the beneficial owners of our Company, and (ii) no provision in the M&A Rules clearly classifies contractual arrangements as a type of transaction subject to the M&A Rules. However, our PRC Legal Adviser further advised that uncertainties still exist as to how the M&A Rules and other PRC laws and regulations will be interpreted and implemented and whether the relevant authorities would promulgate new rules or regulations or requirements in the future to impose additional requirements on us. There can be no assurance that the relevant PRC government agencies, including the CSRC, would reach the same conclusion as our PRC Legal Adviser. If the CSRC or other PRC regulatory body subsequently determines that we need to obtain the CSRC's approval for this [REDACTED] or if the CSRC or any other PRC government authorities promulgates any interpretation or implements rules before our [REDACTED] that would require us to obtain CSRC or other governmental approvals for this [REDACTED], we may face adverse actions or sanctions by the CSRC or other PRC regulatory agencies. In any such event, these regulatory agencies may impose fines and penalties on our operations in China, limit our operating privileges in China, delay or restrict the repatriation of the [REDACTED] from this [REDACTED] into the PRC or take other actions that could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects, as well as our ability to complete this [REDACTED]. The CSRC or other PRC regulatory agencies may also take actions requiring us, or making it advisable for us, to halt this [REDACTED] before settlement and delivery of the Shares [REDACTED] by this document. Consequently, if you engage in market trading or other activities in anticipation of and prior to settlement and delivery, you do so at the risk that such settlement and delivery may not occur. In addition, if the CSRC or other regulatory authorities later promulgate new rules or explanations requiring that we obtain their approvals or accomplish the required filing or other regulatory procedures for this [REDACTED] or future capital raising activities, we may be unable to obtain a waiver of such approval requirements, if and when procedures are established to obtain such a waiver. Any uncertainties or negative publicity regarding such approval, filing or other requirements could materially and adversely affect our business, prospects, financial condition, reputation, and the trading price of the shares.

HISTORY AND CORPORATE STRUCTURE

SAFE REGISTRATION IN THE PRC

Pursuant to SAFE Circular 37, promulgated by SAFE and effective on July 14, 2014, replacing SAFE Circular 75, (i) a PRC resident must register with the local SAFE branch in connection with their contribution of offshore or domestic assets or equity interests in an overseas SPV that is directly established or indirectly controlled by the PRC resident for the purpose of conducting overseas investment or financing, and (ii) following the initial registration, the PRC resident is also required to register with the local SAFE branch for any major change in respect of the Overseas SPV, including, among other things, a change of the Overseas SPV's PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV's capital, share transfer or swap, and merger or division. Pursuant to SAFE Circular 37, failure to comply with these registration procedures may result in penalties. In addition, due to such failure to comply with the registration procedures, the PRC subsidiaries of that Overseas SPV may be prohibited from distributing their profits and dividends to their offshore parent company or from carrying out other subsequent cross-border foreign exchange activities, and the Overseas SPV and its offshore subsidiary may be restricted in their ability to contribute additional capital to their PRC subsidiaries.

Pursuant to the Circular of the SAFE on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》), promulgated by SAFE and effective on June 1, 2015, the power to accept foreign exchange registration was delegated from local SAFE to qualified banks.

As advised by our PRC Legal Adviser, Mr. Li, who is a PRC resident, has completed the required registration with the SAFE on November 28, 2019.