
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 Global Offering, assuming that the Global Offering becomes unconditional and the Offer Shares are issued pursuant to the Global Offering and without taking into account any allotment and issuance of Shares upon exercise of the Over-allotment Option, the Shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options or the vesting of RSUs or other awards that have been or may be granted from time to time and any issuance or repurchase of Shares and/or ADSs that we may make.

1. Share capital as at the Latest Practicable Date

(i) Authorized share capital

<u>Number</u>	<u>Description of Shares</u>	<u>Approximate aggregate nominal value of shares</u>
470,000,000	Class A ordinary share	US\$47,000
30,000,000	Class B ordinary share	US\$3,000
Total		US\$50,000

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

<u>Number</u>	<u>Description of Shares</u>	<u>Approximate aggregate nominal value of shares</u>
189,166,902	Class A ordinary share	US\$18,917
13,300,738	Class B ordinary share	US\$1,330
Total		US\$20,247

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*(iii) Issued and outstanding**

Number	Description of Shares	Approximate aggregate nominal value of shares
176,145,720	Class A ordinary share	US\$17,615
13,300,738	Class B ordinary share	US\$1,330
Total		US\$18,945

Note:

- * Excluding Class A ordinary shares issued to our depository bank for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under our Share Incentive Plans and the shares repurchased by us from the open market under our share repurchase program.

2. Share capital immediately following the completion of the Global Offering

(i) Authorized share capital

Number	Description of Shares	Approximate aggregate nominal value of shares
470,000,000	Class A ordinary share	US\$47,000
30,000,000	Class B ordinary share	US\$3,000
Total		US\$50,000

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

Number	Description of Shares	Approximate aggregate nominal value of shares
229,166,902	Class A ordinary share	US\$22,917
13,300,738	Class B ordinary share	US\$1,330
Total		US\$24,247

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*(iii) Issued and outstanding**

Number	Description of Shares	Approximate aggregate nominal value of shares
216,145,720	Class A ordinary share	US\$21,615
13,300,738	Class B ordinary share	US\$1,330
Total		US\$22,945

Note:

* Excluding Class A ordinary shares issued to our depositary bank for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under our Share Incentive Plans and the shares repurchased by us from the open market under our share repurchase program.

WEIGHTED VOTING RIGHTS STRUCTURE

Under our 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 ten votes, respectively, on any resolution tabled at the Company's general meetings, except as may otherwise provided for in our Memorandum and Articles of Association.

For further details, see the summary of the Articles of Association in Appendix III. The table below sets out the ownership and voting rights to be held by the WVR beneficiary upon the completion of the Global Offering (without including shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security):

	Number of Shares	Approximate percentage of issued and outstanding share capital ⁽¹⁾	Approximate percentage of voting rights ⁽¹⁾⁽²⁾
Class A ordinary shares held by the WVR beneficiary	363,010	0.2%	0.1%
Class B ordinary shares held by the WVR beneficiary	13,300,738	5.8%	38.1% ⁽⁴⁾
Total	13,663,748⁽³⁾	6.0%⁽³⁾	38.2%⁽⁴⁾

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Notes:

- (1) Without taking into account any allotment and issuance of Shares upon exercise of the Over-allotment Option, the Shares to be issued pursuant to the Share Incentive Plan, including pursuant to the exercise of options or other awards that have been or may be granted from time to time and any issuance or repurchase of Shares and/or ADSs that we may make.
- (2) On the basis that Class A ordinary shares entitle the Shareholder to one vote per share and Class B ordinary shares entitle the Shareholder to ten votes per share.
- (3) Represents (i) ten Class A ordinary shares and 9,410,369 Class B ordinary shares held by Jesvinco Holdings Limited, a company incorporated in British Virgin Islands wholly owned by Mr. Qiu, 363,000 Class A ordinary shares beneficially owned by Mr. Vincent Wenbin Qiu; and (ii) 3,890,369 Class B ordinary shares held by Casvendino Holdings Limited, a company incorporated in the British Virgin Islands wholly owned by Mr. Wu.
- (4) The aggregate voting power includes the voting power with respect to (i) the 9,410,369 Class B ordinary shares held by Jesvinco Holdings Limited, a company incorporated in British Virgin Islands wholly owned by Mr. Vincent Wenbin Qiu; and (ii) the 3,890,369 Class B ordinary shares held by Casvendino Holdings Limited, a company incorporated in the British Virgin Islands wholly owned by Mr. Junhua Wu.

Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Upon the conversion of all the issued and outstanding Class B ordinary shares into Class A ordinary shares, the Company will issue 13,300,738 Class A ordinary shares, representing approximately 7.6% of the total number of issued and outstanding Class A ordinary shares or 5.8% of the enlarged issued and outstanding shares of the Company (without taking into account any allotment and issuance of Shares upon exercise of the Over-allotment Option, the Shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options or the vesting of RSUs or other awards that have been or may be granted from time to time and any issuance or repurchase of Shares and/or ADSs that we may make).

WVR BENEFICIARY

Immediately upon the completion of the Global Offering, the WVR beneficiary will be Mr. Vincent Wenbin Qiu, our co-founder, chairman and chief executive officer and Mr. Junhua Wu, our co-founder, director and chief growth officer. Mr. Qiu is interested in and controls, through Jesvinco Holdings Limited, a company wholly owned by Mr. Qiu, 10 Class A ordinary shares and 9,410,369 Class B ordinary shares. Mr. Qiu also beneficially owns 363,000 Class A ordinary shares, and 692,972 Class A ordinary shares, comprising Class A ordinary shares issuable upon exercise of options and Class A ordinary shares underlying restricted share units vested or to be vested within 60 days of the Latest Practicable Date held by Mr. Qiu. As of the Latest Practicable Date, Mr. Qiu has not exercised his right to acquire such Class A ordinary shares. As of the Latest Practicable Date, without including shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security, Mr. Qiu controlled 30.6% of the aggregate voting power of our Company. Mr. Wu is interested in and controls, through Casvendino Holdings Limited, a company wholly owned by Mr. Wu, 3,890,369 Class B ordinary shares and 2,066,396 Class A ordinary shares, comprising Class A ordinary shares issuable upon exercise of options and Class A ordinary shares underlying restricted share units vested or to be vested within 60 days of the Latest Practicable Date held by Mr. Wu. As of the Latest Practicable Date,

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Mr. Wu has not exercised his right to acquire such Class A ordinary shares. As of the Latest Practicable Date, without including shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security, Mr. Wu controlled 12.6% of the aggregate voting power of our Company. Immediately upon completion of the Global Offering, without including shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security, Mr. Qiu and Mr. Wu will control 27.1% and 11.1% of the voting power of our Company, respectively. See the section “Major Shareholders” for more details regarding Mr. Qiu and Mr. Wu’s beneficial ownership in the Company.

The Company’s WVR structure enables the WVR beneficiary to exercise voting control over the Company notwithstanding that the WVR beneficiary does not hold a majority economic interest in the share capital of the Company. This will enable the Company to benefit from the continuing vision and leadership of the WVR beneficiary who will control the Company with a view to its long-term prospects and strategy.

Prospective investors are advised to be aware of the potential risks of investing in companies with weighed voting rights structures, in particular that interests of the WVR beneficiary may not necessarily always be aligned with those of our Shareholders as a whole, and that the WVR beneficiary will be in a position to exert significant influence over the affairs of our Company and the outcome of shareholders’ resolutions, irrespective of how other shareholders vote. Prospective investors should make the decision to invest in the Company only after due and careful consideration. For further information about the risks associated with the WVR structure adopted by the Company, please refer to section headed “Risk Factors — Risks Related to Our Corporate Structure”.

Upon any sale, transfer, assignment or disposition of beneficial ownership of any Class B ordinary shares by a holder thereof to any person or entity that is not an Affiliate (as defined in the Articles of Association) of such holder, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares.

Save for the weighted voting rights attached to Class B ordinary shares, the rights attached to all classes of Shares are identical. For further information about the rights, preferences, privileges and restrictions of the Class A ordinary shares and Class B ordinary shares, please see the section headed “Summary of the Constitution of our Company and Cayman Companies Law — Articles of Association” in Appendix III for further details.

ASSUMPTIONS

The above table assumes that the Global Offering becomes unconditional and the Shares are issued pursuant to the Global Offering. The above does not take into account any Shares which may be issued or repurchased by us.

RANKING

The Shares are ordinary shares in the share capital of our Company and rank equally with all 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 prospectus.