
SHARE CAPITAL

SHARE CAPITAL

As of the Latest Practicable Date, the authorized and issued share capital of our Company was as follows:

Authorized Share Capital:		<i>US\$</i>
2,968,160,889	ordinary Shares of US\$0.0000479889 each	142,438.78
194,010,340	Series A Preferred Shares of US\$0.0000479889 each	9,310.34
208,383,500	Series A-1 Preferred Shares of US\$0.0000479889 each	10,000.09
50,426,440	Series A-2 Preferred Shares of US\$0.0000479889 each	2,419.91
141,053,024	Series B Preferred Shares of US\$0.0000479889 each	6,768.98
182,740,760	Series C Preferred Shares of US\$0.0000479889 each	8,769.53
288,779,294	Series D-1 Preferred Shares of US\$0.0000479889 each	13,858.20
<u>134,076,184</u>	Series D-2 Preferred Shares of US\$0.0000479889 each	<u>6,434.17</u>
<u>4,167,630,431</u>		<u>200,000.00</u>
Issued Share Capital:		<i>US\$</i>
626,458,334	ordinary Shares of US\$0.0000479889 each	30,063.05
194,010,340	Series A Preferred Shares of US\$0.0000479889 each	9,310.34
208,383,500	Series A-1 Preferred Shares of US\$0.0000479889 each	10,000.09
50,426,440	Series A-2 Preferred Shares of US\$0.0000479889 each	2,419.91
141,053,024	Series B Preferred Shares of US\$0.0000479889 each	6,768.98
182,740,760	Series C Preferred Shares of US\$0.0000479889 each	8,769.53
<u>3,853,084</u>	Series D-2 Preferred Shares of US\$0.0000479889 each	<u>184.91</u>
<u>1,406,925,482</u>		<u>67,516.81</u>

SHARE CAPITAL

Immediately following the completion of the [REDACTED] and assuming (i) the [REDACTED] is not exercised; and (ii) each Preferred Share is converted into one Share, without taking into account any Shares that may be issued under the [REDACTED] Share Option Scheme, the authorized share capital of our Company will be 4,167,630,431 Shares of US\$0.0000479889 each, and the issued share capital of our Company will be as follows:

Issued share capital	US\$	Approximate percentage of issued share capital
		(%)
1,406,925,482 Shares in issue immediately before the [REDACTED]	67,516.81	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED] (excluding any Shares which may be issued under the [REDACTED])	[REDACTED]	[REDACTED]
<u>[REDACTED]</u> Shares in total	<u>[REDACTED]</u>	<u>100.00</u>

Immediately following the completion of the [REDACTED] and assuming (i) the [REDACTED] is exercised in full; and (ii) each Preferred Share is converted into one Share, without taking into account any Shares that may be issued under the [REDACTED] Share Option Scheme, the authorized share capital of our Company will be 4,167,630,431 Shares of US\$0.0000479889 each, and the issued share capital of our Company will be as follows:

Issued share capital	US\$	Approximate percentage of issued share capital
		(%)
1,406,925,482 Shares in issue immediately before the [REDACTED]	67,516.81	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED] and the [REDACTED] ^(Note 1)	[REDACTED]	[REDACTED]
<u>[REDACTED]</u> Shares in total	<u>[REDACTED]</u>	<u>100.00</u>

SHARE CAPITAL

Note:

- (1) Assuming a total of [REDACTED] Shares will be issued upon the exercise of the [REDACTED] in full.

RANKING

The [REDACTED] will rank pari passu in all respects with all Shares currently in issue or to be issued as mentioned in this document, and will qualify and rank equally for all dividends or other distributions declared, made or paid on our Shares on a record date which falls after the date of this document.

POTENTIAL CHANGES TO SHARE CAPITAL

Circumstances under which general meeting and class meeting are required

Pursuant to the Cayman Companies Act and the terms of our Memorandum and Articles of Association, our Company may by ordinary resolution of Shareholders: (i) increase its capital; (ii) consolidate and divide its capital into shares of larger amount; (iii) divide its shares into several classes; (iv) subdivide its shares into shares of smaller amount; and (v) cancel any shares which have not been taken. In addition, our Company may, subject to the provision of the Cayman Companies Act, reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. For details, please refer to the paragraph headed “Summary of the constitution of the Company and Cayman Companies Act — Summary of the constitution of the Company — Articles of Association — 2.5 Alteration of capital” in Appendix III to this document.

Subject to the Cayman Companies Act, if at any time the share capital of our Company is divided into different classes of shares, all or any of the special rights attached to any class of shares for the time being issued may (unless otherwise provided for by the terms of issue of the shares of that class) be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. For details, please refer to the paragraph headed “Summary of the constitution of the Company — Articles of Association — 2.4 Variation of rights of existing shares or classes of shares” in Appendix III to this document.

[REDACTED] Share Option Scheme

We adopted the [REDACTED] Share Option Scheme. For further details, please see the section headed “Appendix IV — Statutory and General Information — D. Share Incentive Schemes — 1. [REDACTED] Share Option Scheme” in this document.

SHARE CAPITAL

[REDACTED] RSU Scheme

We conditionally adopted the [REDACTED] RSU Scheme. For further details, please see the section headed “Statutory and General Information — D. Share Incentive Schemes — 2. [REDACTED] RSU Scheme” in this document.

General mandate to issue Shares

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

- 20% of the aggregate nominal value of our Shares in issue immediately following completion of the [REDACTED]; and
- the aggregate nominal value of Shares repurchased by us under the authority referred to in the paragraph headed “— General Mandate to Repurchase Shares” in this section.

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

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

Please refer to the paragraph headed “Statutory and General Information — A. Further information about our Group — 5. Resolutions of the Shareholders passed on March 30, 2024” in Appendix IV to this document for further details of this general mandate to allot, issue and deal with Shares.

SHARE CAPITAL

General Mandate to repurchase Shares

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to exercise all the powers of our Company to repurchase our own securities with nominal value of up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the [REDACTED].

The repurchase mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares are [REDACTED] (and which are recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the paragraph headed “Statutory and General Information — A. Further Information about our Group — 5. Resolutions of the Shareholders passed on March 30, 2024” in Appendix IV to this document.

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

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- the expiration of the period within which our Company’s next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date on which it is varied or revoked by an ordinary resolution of our Shareholders passed in a general meeting.

For details of the repurchase mandate, please refer to the paragraph headed “Statutory and General Information — A. Further Information about our Group — 5. Resolutions of the Shareholders passed on March 30, 2024” in Appendix IV to this document.