

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company immediately prior to and upon the completion of the [REDACTED], assuming that (i) the [REDACTED] becomes unconditional and the [REDACTED] are issued pursuant to the [REDACTED], (ii) the weighted voting rights structure is cancelled, and (iii) the [REDACTED] is not exercised.

1. Share capital at the date of this document

(i) Authorized share capital

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of authorized share capital (%)
Class A Ordinary Shares	1,478,144,936	29,562.90	59.13
Class B Ordinary Shares	450,192,125	9,003.84	18.01
Series A Preferred Shares	115,165,045	2,303.30	4.60
Series A-1 Preferred Shares	86,828,195	1,736.56	3.47
Series B Preferred Shares	197,737,720	3,954.75	7.91
Series C Preferred Shares	155,180,335	3,103.61	6.21
Series D Preferred Shares	8,664,773	173.30	0.35
Series D+ Preferred Shares	8,086,871	161.74	0.32
Total	2,500,000,000	50,000.00	100.00

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

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Class A Ordinary Shares	294,612,393	5,892.25	22.38
Class B Ordinary Shares	450,192,125	9,003.84	34.20
Series A Preferred Shares	115,165,045	2,303.30	8.75
Series A-1 Preferred Shares	86,828,195	1,736.56	6.60
Series B Preferred Shares	197,737,720	3,954.75	15.02
Series C Preferred Shares	155,180,335	3,103.61	11.79
Series D Preferred Shares	8,664,773	173.30	0.66
Series D+ Preferred Shares	8,086,871	161.74	0.61
Total	1,316,467,457	26,329.35	100.00

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2. Share capital immediately following the completion of the [REDACTED] (assuming the weighted voting rights structure is cancelled, the [REDACTED] is not exercised and each Class A Ordinary Share, Class B Ordinary Share and Preferred Share is converted into one Share)

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)
Authorized share capital	2,500,000,000	50,000.00

Description of Shares	Number of Shares	Approximate aggregate nominal value of Shares (US\$)	Approximate percentage of issued share capital (%)
Shares in issue	1,316,467,457	26,329.35	[REDACTED]
Shares to be issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	100.00

The tables above do not take into account any Shares that may be issued or repurchased by the Company under the general mandates granted to our Directors referred to below.

RANKING

The [REDACTED] will rank *pari passu* in all respects with all Shares then 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 the Shares on a record date which falls after the date of this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

The Company will have only one class of Shares, namely ordinary shares, and each ranks *pari passu* with the other Shares upon completion of the [REDACTED].

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Pursuant to the Cayman Companies Act and the terms of the Memorandum of Association and Articles of Association, our Company may from time to time 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 provisions of the Cayman Companies Act reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. See the section headed “Summary of the Constitution of the Company and Cayman Company Law—2. Articles of Association—(a) Shares—(iii) Alteration of capital” in Appendix III for further details.

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 the Shares in issue immediately following completion of the [REDACTED] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED], if any); and
- the aggregate nominal value of Shares repurchased by the Company 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 Memorandum of Association and 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 general meeting.

See the section headed “Statutory and General Information—A. Further Information about our Company and our Subsidiaries and Consolidated Affiliated Entities—5. Resolutions of the Shareholders of Our Company dated [●], 2024” in Appendix IV for further details of this general mandate.

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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] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED], if any).

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 section headed “Statutory and General Information—A. Further Information about our Company and our Subsidiaries and Consolidated Affiliated Entities—6. Repurchase of our own securities” in Appendix IV.

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 Memorandum of Association and 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.

See the section headed “Statutory and General Information—A. Further Information about our Company and our Subsidiaries and Consolidated Affiliated Entities—6. Repurchase of our own securities” in Appendix IV for further details of the repurchase mandate.