

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company immediately following the completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised). All Preferred Shares in the Company held by the Pre-[REDACTED] Investors will be converted into Shares on a one to one basis by way of re-designation to Shares on the [REDACTED].

	<u>Nominal Value</u> (US\$)
Authorized share capital:	
<i>As of the Latest Practicable Date:</i>	
7,887,914 Class 1 Ordinary Shares with par value of US\$0.50 each	3,943,957.00
25,709,187 Class 2 Ordinary Shares with par value of US\$0.50 each	12,854,593.50
1,381,895 Series A-1 Preferred Shares with par value of US\$0.50 each	690,947.50
853,321 Series A-2 Preferred Shares with par value of US\$0.50 each	426,660.50
1,975,245 Series B Preferred Shares with par value of US\$0.50 each	987,622.50
4,323,633 Series C Preferred Shares with par value of US\$0.50 each	2,161,816.50
1,495,836 Series D-1 Preferred Shares with par value of US\$0.50 each	747,918.00
765,312 Series D-2 Preferred Shares with par value of US\$0.50 each	382,656.00
1,256,501 Series D-3 Preferred Shares with par value of US\$0.50 each	628,250.50
4,351,156 Series E Preferred Shares with par value of US\$0.50 each	2,175,578.00
 <i>Upon the completion of the Share Subdivision:</i>	
197,197,850 Class 1 Ordinary Shares with par value of US\$0.02 each	3,943,957.00
642,729,675 Class 2 Ordinary Shares with par value of US\$0.02 each	12,854,593.50
34,547,375 Series A-1 Preferred Shares with par value of US\$0.02 each	690,947.50
21,333,025 Series A-2 Preferred Shares with par value of US\$0.02 each	426,660.50
49,381,125 Series B Preferred Shares with par value of US\$0.02 each	987,622.50
108,090,825 Series C Preferred Shares with par value of US\$0.02 each	2,161,816.50
37,395,900 Series D-1 Preferred Shares with par value of US\$0.02 each	747,918.00
19,132,800 Series D-2 Preferred Shares with par value of US\$0.02 each	382,656.00
31,412,525 Series D-3 Preferred Shares with par value of US\$0.02 each	628,250.50
108,778,900 Series E Preferred Shares with par value of US\$0.02 each	2,175,578.00
 Shares in issue as at the date of this document:	
6,402,572 ⁽¹⁾ Class 1 Ordinary Shares with par value of US\$0.50 each	3,201,286.00
1,189,183 Class 2 Ordinary Shares with par value of US\$0.50 each	594,591.50
973,757 Series A-1 Preferred Shares with par value of US\$0.50 each	486,878.50
713,389 Series A-2 Preferred Shares with par value of US\$0.50 each	356,694.50
751,782 Series B Preferred Shares with par value of US\$0.50 each	375,891.00
3,503,090 Series C Preferred Shares with par value of US\$0.50 each	1,751,545.00
1,495,836 Series D-1 Preferred Shares with par value of US\$0.50 each	747,918.00
765,312 Series D-2 Preferred Shares with par value of US\$0.50 each	382,656.00
1,256,501 Series D-3 Preferred Shares with par value of US\$0.50 each	628,250.50
4,351,156 Series E Preferred Shares with par value of US\$0.50 each	2,175,578.00

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	<u>Nominal Value</u>
	(US\$)
Shares in issue upon the completion of the Share Subdivision:	
160,064,300 ⁽¹⁾ Class 1 Ordinary Shares with par value of US\$0.02 each	3,201,286.00
29,729,575 Class 2 Ordinary Shares with par value of US\$0.02 each	594,591.50
24,343,925 A-1 Preferred Shares with par value of US\$0.02 each	486,878.50
17,834,725 Series A-2 Preferred Shares with par value of US\$0.02 each	356,694.50
18,794,550 Series B Preferred Shares with par value of US\$0.02 each	375,891.00
87,577,250 Series C Preferred Shares with par value of US\$0.02 each	1,751,545.00
37,395,900 Series D-1 Preferred Shares with par value of US\$0.02 each	747,918.00
19,132,800 Series D-2 Preferred Shares with par value of US\$0.02 each	382,656.00
31,412,525 Series D-3 Preferred Shares with par value of US\$0.02 each	628,250.50
108,778,900 Series E Preferred Shares with par value of US\$0.02 each	2,175,578.00

Shares to be issued pursuant to the [REDACTED]:

[REDACTED] Shares of US\$0.02 each [REDACTED]

Shares in issue immediately following the Share Subdivision and the [REDACTED]:

[REDACTED] Shares of US\$0.02 each [REDACTED]

Note:

- (1) The ESOP BVI was established on July 21, 2021 as a platform to hold the underlying incentive shares in a total amount of 4,798,904 Class 1 Ordinary Shares. Such incentive Shares are to be issued and granted to eligible participants under the RSU Scheme, subject to relevant approval from the Board and/or Shareholders.

ASSUMPTIONS

The above table assumes that (i) the [REDACTED] becomes unconditional and (ii) Shares are issued pursuant to the [REDACTED], Shares held by the Pre-[REDACTED] Investors and Class 1 and Class 2 Ordinary Shares are converted into Shares on a one to one basis by way of re-designation to Shares on the [REDACTED]. It takes no account of any Shares which may be issued or repurchased by our Company pursuant to the general mandates granted to our Directors to issue or repurchase Shares as referred to below or any additional Shares which may be issued pursuant to the [REDACTED].

MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08 of the Listing Rules, at the time of [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of 25% of the issued share capital of our Company in the hands of the public (as defined in the Listing Rules).

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RANKING

The [REDACTED] Shares 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 in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Our Company will have only one class of Shares, namely Ordinary Shares, and each ranks *pari passu* with the other Shares upon completion of the Share Subdivision and the [REDACTED].

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 “Appendix III—Summary of the Constitution of Our Company and the Company Laws of the Cayman Islands—Articles of Association—Shares—Alteration of capital” to this document 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 number of not more than the sum of:

- 20% of the total number of the Shares in issue immediately following completion of the Share Subdivision and the [REDACTED] (excluding the Shares which may be allotted and issued pursuant to the exercise of the [REDACTED], if any); and
- the total number 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;

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- 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—4. Written Resolutions of the Shareholders of Our Company dated December 1, 2021” in Appendix IV to this document for further details of this general mandate to allot, issue and deal with Shares.

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 total number of our Shares in issue immediately following the completion of the Share Subdivision and the [REDACTED] (excluding the Shares which may be allotted and 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—5. Repurchase of Our Own Securities” 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 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—5. Repurchase of Our Own Securities” in Appendix IV to this document for further details of the repurchase mandate.