

21Vianet Group, Inc.  
Form SC 13D/A  
May 15, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 3)\***

**21VIANET GROUP, INC.**

**(Name of Issuer)**

**American Depository Shares**

**(Title of Class of Securities)**

**90138A 10 3**

**(CUSIP Number)**

**Hany M. Nada**

**2494 Sand Hill Road, Suite 100**

**Menlo Park, California 94025**

**(650) 475-2150**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**April 14, 2015**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1. Name of Reporting Persons

Granite Global Ventures III L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware, United States of America

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

..

13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 3 to Schedule 13D is filed by Granite Global Ventures III L.P., GGV III Entrepreneurs Fund L.P., Granite Global Ventures III L.L.C., Messrs. Scott B. Bonham, Jixun Foo, Glenn Solomon, Hany M. Nada, Thomas K. Ng and Ms. Jenny Lee (collectively, the Reporting Persons ). These Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Consists of (i) 3,145,191 American Depository Shares ( ADS ) held by Granite Global Ventures III L.P. with 4 ordinary shares remaining that is not convertible to a full ADS and (ii) 51,142 ADS held by GGV III Entrepreneurs Fund L.P. with 4 ordinary shares remaining that is not convertible to a full ADS. Granite Global Ventures III L.L.C. serves as the General Partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. As such, Granite Global Ventures III L.L.C. possesses power to direct the voting and disposition of the shares owned by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. and may be deemed to have indirect beneficial ownership of the shares held by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. Granite Global Ventures III L.L.C. owns no securities of the Issuer directly. Scott B. Bonham, Hany M. Nada, Thomas K. Ng, Jixun Foo, Glenn Solomon and Jenny Lee are Managing Directors of Granite Global Ventures III L.L.C. As such, Scott B. Bonham, Hany M. Nada, Thomas K. Ng, Jixun Foo, Glenn Solomon and Jenny Lee possess power to direct the voting and disposition of the shares owned by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. and may be deemed to have indirect beneficial ownership of the shares held by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. Scott B. Bonham, Hany M. Nada, Thomas K. Ng, Jixun Foo, Glenn Solomon and Jenny Lee own no securities of the Issuer directly.
- (3) This percentage is calculated based upon 66,000,000 ADS of the Issuer outstanding as of December 31, 2014 pursuant to the Issuer s Quarterly Report filed on Form 6-K.

1. Name of Reporting Persons

GGV III Entrepreneurs Fund L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware, United States of America

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

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13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

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1. Name of Reporting Persons

Granite Global Ventures III L.L.C.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware, United States of America

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

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13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

OO

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1. Name of Reporting Persons

Scott B. Bonham

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Canada

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

..

13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

IN

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1. Name of Reporting Persons

Jixun Foo

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Singapore

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each

9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

..

13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

IN

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1. Name of Reporting Persons

Glenn Solomon

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

..

13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

IN

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1. Name of Reporting Persons

Jenny Lee

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Singapore

Number of 7. Sole Voting Power

Shares

Beneficially 46,099 ADS (2)

8. Shared Voting Power

Owned by

Each

3,196,333 ADS (3)

Reporting 9. Sole Dispositive Power

Person

With 46,099 ADS (2)

10. Shared Dispositive Power

3,196,333 ADS (3)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,242,432 ADS (2)(3)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

..

13. Percent of Class Represented by Amount in Row 11

4.9% (4)

14. Type of Reporting Person (see instructions)

IN

- (1) This Amendment No. 3 to Schedule 13D is filed by the Reporting Persons. These Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) Ms. Lee was granted 32,432 restricted share units (RSUs) in the form of ADS on October 1, 2012 based on the Issuer's 2010 Share Incentive Plan. The RSUs shall vest 1/36<sup>th</sup> at the end of each month of service starting from April 21, 2011. The RSUs reported herein are held directly by Ms. Lee (in connection with Ms. Lee's service on the Board of Directors of the Issuer) for the benefit of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. and are exercisable within 60 days of the date of this filing. Ms. Lee was granted 13,667 RSUs in the form of ADS on April 25, 2014 based on the Issuer's 2014 Share Incentive Plan. The RSUs shall vest 1/36<sup>th</sup> at the end of each month of service starting from April 20, 2014. The RSUs reported herein are held directly by Ms. Lee (in connection with Ms. Lee's service on the Board of Directors of the Issuer) for the benefit of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. and are exercisable within 60 days of the date of this filing.
- (3) Consists of (i) 3,145,191 ADS held by Granite Global Ventures III L.P. with 4 ordinary shares remaining that is not convertible to a full ADS and (ii) 51,142 ADS held by GGV III Entrepreneurs Fund L.P. with 4 ordinary shares remaining that is not convertible to a full ADS. Granite Global Ventures III L.L.C. serves as the General Partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. As such, Granite Global Ventures III L.L.C. possesses power to direct the voting and disposition of the shares owned by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. and may be deemed to have indirect beneficial ownership of the shares held by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. Granite Global Ventures III L.L.C. owns no securities of the Issuer directly. Scott B. Bonham, Hany M. Nada, Thomas K. Ng, Jixun Foo, Glenn Solomon and Jenny Lee are Managing Directors of Granite Global Ventures III L.L.C. As such, Scott B. Bonham, Hany M. Nada, Thomas K. Ng, Jixun Foo, Glenn Solomon and Jenny Lee possess power to direct the voting and disposition of the shares owned by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. and may be deemed to have indirect beneficial ownership of the shares held by Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P. Scott B. Bonham, Hany M. Nada, Thomas K. Ng, Jixun Foo, Glenn Solomon and Jenny Lee own no securities of the Issuer directly.
- (4) This percentage is calculated based upon 66,000,000 ADS of the Issuer outstanding as of December 31, 2014 pursuant to the Issuer's Quarterly Report filed on Form 6-K.



1. Name of Reporting Persons

Hany M. Nada

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

..

13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

IN

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1. Name of Reporting Persons

Thomas K. Ng

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Source of Funds (see instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

3,196,333 ADS (2)

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

3,196,333 ADS (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,196,333 ADS (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

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13. Percent of Class Represented by Amount in Row 11

4.8% (3)

14. Type of Reporting Person (see instructions)

IN

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- (3) This percentage is calculated based upon 66,000,000 ADS of the Issuer outstanding as of December 31, 2014 pursuant to the Issuer's Quarterly Report filed on Form 6-K.

**Introductory Note:**

This Amendment No. 3 (the **Amendment**) to the statement on Schedule 13D is being filed on behalf of Granite Global Ventures III L.P., a limited partnership organized under the laws of the State of Delaware, GGV III Entrepreneurs Fund L.P., a limited partnership organized under the laws of the State of Delaware, Granite Global Ventures III L.L.C., a limited liability company organized under the laws of the State of Delaware (collectively, the **GGV Entities**), Messrs. Scott B. Bonham, Jixun Foo, Glenn Solomon, Hany M. Nada, Thomas K. Ng and Ms. Jenny Lee (collectively with the GGV Entities, the **Reporting Persons**) and amends the Schedule 13D filed with the Securities and Exchange Commission on August 19, 2011 (the **Original Schedule 13D**), the Amendment No. 1 to the Original Schedule 13D filed with the Securities and Exchange Commission on October 30, 2013, and the Amendment No. 2 to the Original Schedule 13D filed with the Securities and Exchange Commission on July 7, 2014 in respect of American Depository Shares (**ADS**), of 21Vianet Group, Inc. (the **Issuer**). This Amendment is being filed by the Reporting Persons to report open market sales of shares of ADS of the Issuer between April 8, 2015 and April 14, 2015. Accordingly, the number of securities beneficially owned by the Reporting Persons has decreased as described in Items 4 and 5 below.

Items 4 and 5 of the Original Schedule 13D are hereby amended and supplemented to the extent hereinafter expressly set forth and, except as amended and supplemented hereby, the Original Schedule 13D remains in full force and effect. All capitalized terms used in this Amendment but not defined herein shall have the meanings ascribed thereto in the Original Schedule 13D.

**Item 4. Purpose of Transaction.**

*Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:*

Between April 8, 2015 and April 14, 2015, the Reporting Persons sold an aggregate of 300,000 ADS in open market transactions.

**Item 5 (a) and (b). Interest in Securities of the Issuer.**

*Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:*

The following information with respect to the ownership of ADS by the Reporting Persons filing this statement on Schedule 13D is provided as of the date of this filing:

<b>Reporting Persons</b>	<b>Shares Held Directly (1)</b>	<b>Sole Voting Power (1)</b>	<b>Shared Voting Power (1)</b>	<b>Sole Dispositive Power (1)</b>	<b>Shared Dispositive Power (1)</b>	<b>Beneficial Ownership (1)</b>	<b>Percentage of Class (1, 3)</b>
GGV III	3,145,191	0	3,196,333	0	3,196,333	3,196,333	4.8%
GGV III Entrepreneurs	51,142	0	3,196,333	0	3,196,333	3,196,333	4.8%
GGV III LLC (2)	0	0	3,196,333	0	3,196,333	3,196,333	4.8%
Scott B. Bonham (2)	0	0	3,196,333	0	3,196,333	3,196,333	4.8%
Hany M. Nada (2)	0	0	3,196,333	0	3,196,333	3,196,333	4.8%
Thomas K. Ng (2)	0	0	3,196,333	0	3,196,333	3,196,333	4.8%
Jixun Foo (2)	0	0	3,196,333	0	3,196,333	3,196,333	4.8%
Glenn Solomon (2)	0	0	3,196,333	0	3,196,333	3,196,333	4.8%

Jenny Lee (2)	46,099	46,099	3,196,333	46,099	3,196,333	3,242,432	4.9%
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- (1) Represents the number of ADS currently held by the Reporting Persons.
- (2) GGV III LLC is the sole general partner of GGV III and GGV III Entrepreneurs and possesses sole power to direct the voting and disposition of the shares owned by GGV III and GGV III Entrepreneurs and may be deemed to have indirect beneficial ownership of the shares held by GGV III and GGV III Entrepreneurs. GGV III LLC owns no securities of the Issuer directly. Messrs. Scott B. Bonham, Jixun Foo, Glenn Solomon, Hany M. Nada, Thomas K. Ng and Ms. Jenny Lee are Managing Directors of GGV III LLC and share voting and dispositive power over the shares held by GGV III and GGV III Entrepreneurs.
- (3) This percentage is calculated based upon 66,000,000 ADS of the Issuer outstanding as of December 31, 2014 pursuant to the Issuer's Quarterly Report filed on Form 6-K.

**Item 5(c).** Between April 8, 2015 and April 14, 2015, the Reporting Persons sold an aggregate of 300,000 ADS in open market transactions:

<b>GGV III</b>	<b>GGV III Entrepreneurs</b>	<b>Average Price Per Share</b>
295,200	4,800	\$20.11

**Item 5(d).** Not applicable.

**Item 5(e).** As of April 14, 2015, the Reporting Persons ceased to be beneficial owners of more than 5% of the issued and outstanding Common Stock of the Issuer. The reporting obligations of the Reporting Persons with respect to the Common Stock pursuant to Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder are therefore terminated.

**Item 7. Materials to Be Filed as Exhibits.**

Exhibit 1 Agreement regarding filing of joint Schedule 13D.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 15, 2015

GRANITE GLOBAL VENTURES III L.P.  
GGV III ENTREPRENEURS FUND L.P.  
BY: GRANITE GLOBAL VENTURES III  
L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Hany M. Nada  
Hany M. Nada  
Managing Director

GRANITE GLOBAL VENTURES III L.L.C.

By: /s/ Hany M. Nada  
Hany M. Nada  
Managing Director

/s/ Hany M. Nada  
Hany M. Nada as Attorney-in-fact for Scott B.  
Bonham

/s/ Hany M. Nada  
Hany M. Nada

/s/ Hany M. Nada  
Hany M. Nada as Attorney-in-fact for Thomas  
K. Ng

/s/ Hany M. Nada  
Hany M. Nada as Attorney-in-fact for Jixun  
Foo

/s/ Hany M. Nada  
Hany M. Nada as Attorney-in-fact for Glenn  
Solomon

/s/ Hany M. Nada  
Hany M. Nada as Attorney-in-fact for Jenny  
Lee

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**



13.

**SCHEDULE I**

**Scott B. Bonham**

c/o GGV Capital

2494 Sand Hill Road, Suite 100

Menlo Park, California 94025

Citizenship: Canada

Principal Occupation: Managing Director of Granite Global Ventures III L.L.C., which serves as the general partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.

**Hany M. Nada**

c/o GGV Capital

2494 Sand Hill Road, Suite 100

Menlo Park, California 94025

Citizenship: United States of America

Principal Occupation: Managing Director of Granite Global Ventures III L.L.C., which serves as the general partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.

**Jixun Foo**

c/o GGV Capital

2494 Sand Hill Road, Suite 100

Menlo Park, California 94025

Citizenship: Singapore

Principal Occupation: Managing Director of Granite Global Ventures III L.L.C., which serves as the general partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.

**Glenn Solomon**

c/o GGV Capital

2494 Sand Hill Road, Suite 100

Menlo Park, California 94025

Citizenship: United States of America

Principal Occupation: Managing Director of Granite Global Ventures III L.L.C., which serves as the general partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.

**Jenny Lee**

c/o GGV Capital

2494 Sand Hill Road, Suite 100

Menlo Park, California 94025

Citizenship: Singapore

Principal Occupation: Managing Director of Granite Global Ventures III L.L.C., which serves as the general partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.

**Thomas K. Ng**

c/o GGV Capital

2494 Sand Hill Road, Suite 100

Menlo Park, California 94025

Citizenship: United States of America

Principal Occupation: Managing Director of Granite Global Ventures III L.L.C., which serves as the general partner of Granite Global Ventures III L.P. and GGV III Entrepreneurs Fund L.P.