
RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

Pursuant to the Concert Party Agreement entered into by Mr. Deng, Ms. Yao, Mr. Liu, Mr. Deng Xianliang (鄧先亮) and Mr. Zheng and certain of their respective wholly-owned companies on July 12, 2017, Ms. Yao, Mr. Liu, Mr. Deng Xianliang and Mr. Zheng and such wholly-owned companies agreed to act in concert with Mr. Deng and his wholly-owned company in exercising Shareholders’ voting rights pertaining to our Company in accordance with Mr. Deng’s instructions, for so long as they, directly or indirectly through their respective wholly-owned companies, hold equity interests in our Company. For further details relating to the concert party arrangement, see “History, Development and Corporate Structure — Corporate Development and Major Shareholding Changes — 2. Concert Party Arrangement” in this Document.

Wormhole Transfer, Globe Transfer, EWTP Transfer, World Transfer and Atta Financial are wholly owned by Mr. Deng, Ms. Yao, Mr. Liu, Mr. Deng Xianliang and Mr. Zheng, respectively.

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan), (i) Mr. Deng, through his wholly-owned company, will be entitled to exercise voting rights attached to 78,312,904 Class A Ordinary Shares; and (ii) Ms. Yao, Mr. Liu, Mr. Deng Xianliang and Mr. Zheng, through their respective wholly-owned companies, will be entitled to exercise the voting rights attached to 28,056,760, 22,167,512, 18,282,059 and 17,999,998 Class B Ordinary Shares, respectively.

Therefore, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan), Mr. Deng, Ms. Yao, Mr. Liu, Mr. Deng Xianliang and Mr. Zheng, through their respective wholly-owned companies, (a) will hold approximately [REDACTED]% of the total issued share capital of our Company in aggregate, and (b) will hold (i) approximately [REDACTED]% of the voting rights in our Company in aggregate with respect to Shareholders’ resolutions relating to matters other than the Reserved Matters, on the basis that each Class A Ordinary Share will entitle the Shareholder to ten votes per share and certain of each Class B Ordinary Share will entitle the holder to one vote per share; and (ii) approximately [REDACTED]% of the voting rights in our Company in aggregate with respect to Shareholders’ resolutions relating to the Reserved Matters, on the basis that each Share will entitle the holder to one vote per share.

Accordingly, Mr. Deng, Ms. Yao, Mr. Liu, Mr. Deng Xianliang, Mr. Zheng, Wormhole Transfer, Globe Transfer, EWTP Transfer, World Transfer and Atta Financial will constitute a group of Controlling Shareholders of our Company under the Listing Rules.

RULE 8.10 OF THE LISTING RULES

As of the Latest Practicable Date, save for the interest in our Group, our Controlling Shareholders did not have any interest in a business which competes or is likely to compete, directly or indirectly, with the business of our Group, and which requires disclosure under Rule 8.10 of the Listing Rules.

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INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Our Directors consider that we are capable of carrying on our business independently of our Controlling Shareholders and their close associates after the [REDACTED], taking into consideration the factors below.

Management Independence

Upon [REDACTED], our Board will comprise eight Directors, including five executive Directors and three independent non-executive Directors. We believe that our Board as a whole, together with our senior management, is able to perform the managerial role in our Group independently from our Controlling Shareholders for the following considerations:

- (a) each of our Directors is aware of his/her fiduciary duties as a Director which require, among others, that he/she acts for the benefit of and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;
- (b) our daily management and operation decisions are primarily made by all our executive Directors and senior management, all of whom have substantial experience in the industry in which we are engaged and will be able to make business decisions that are in the best interest of our Group. For details of the industry experience of our senior management, see “Directors and Senior Management” in this Document;
- (c) we have appointed three independent non-executive Directors with a view to bringing independent judgment to the decision-making process of our Board;
- (d) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and a Director and/or his/her associate, he/she shall abstain from voting and shall not be counted towards the quorum for the voting; and
- (e) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders, which would support our independent management. For further details, see “— Corporate Governance Measures” in this section.

Based on the above, our Directors believe that our Board as a whole and together with our senior management are able to perform the managerial role in our Group independently from our Controlling Shareholders and their close associates after the [REDACTED].

Operational Independence

We have full rights to make all decisions on, and to carry out, our own business operations independently. We have our own departments specializing in these respective areas which have been in operation and are expected to continue to operate independently from our Controlling Shareholders and their close associates. We hold the licenses, intellectual property rights and qualifications necessary to carry on our principal business. We also have independent access to suppliers, and have sufficient capital, facilities and employees to operate our business independently from our Controlling Shareholders and their close associates.

Based on the above, our Directors believe that we will be able to operate independently from our Controlling Shareholders and their close associates.

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Financial Independence

We have an independent financial system. We make financial decisions according to our own business needs, and neither our Controlling Shareholders nor their close associates intervene with our use of funds. We have established an independent finance department with a team of finance staff and an independent audit, accounting and financial management system.

In addition, we are capable of obtaining equity and debt financings from third parties without relying on any guarantee or security provided by our Controlling Shareholders or their close associates. As of the Latest Practicable Date, there was no loan, advance or guarantee provided by or to our Controlling Shareholders or their close associates.

Based on the above, our Directors believe that we are capable of carrying on our business independently of, and do not place undue reliance on, our Controlling Shareholders and their close associates after the [REDACTED].

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders’ interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflicts of interests between our Group and our Controlling Shareholders:

- (a) under the Articles of Association, where a Shareholders’ meeting is to be held for considering proposed transactions in which our Controlling Shareholders or any of their respective associates is interested, our Controlling Shareholders and their associates will not vote on the relevant resolutions and shall not be counted in the quorum for the voting;
- (b) our Company has established internal control mechanisms to identify connected transactions. Upon [REDACTED], if our Company enters into connected transactions with our Controlling Shareholders or any of their associates, our Company will comply with the applicable Listing Rules;
- (c) our Board consists of a balanced composition of our executive Directors and independent non-executive Directors, with independent non-executive Directors representing not less than one-third of our Board to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. Our independent non-executive Directors individually and collectively possess the requisite knowledge and experience to perform their duties. They will review whether there is any conflict of interests between our Group and our Controlling Shareholders and provide impartial and professional advice to protect the interests of our minority Shareholders;
- (d) where our Directors reasonably request the advice of independent professionals, such as financial advisers, for our Company, the appointment of such independent professionals will be made at our Company’s expenses; and
- (e) we have appointed Rainbow Capital (HK) Limited as our compliance adviser to provide advice and guidance to us in respect of compliance with the applicable laws in Hong Kong and the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors believe that sufficient corporate governance measures have been put in place to manage conflicts of interests that may arise between our Group and our Controlling Shareholders and to protect our Shareholders’ interests as a whole after the [REDACTED].