

SHARE CAPITAL

BEFORE THE [REDACTED]

As at the Latest Practicable Date, the registered capital of our Company was RMB959,061,732.00, comprising 959,061,732 [REDACTED] Shares with a nominal value of RMB1.00 each.

UPON COMPLETION OF THE [REDACTED]

Assuming that the [REDACTED] is not exercised and without taking into account any H Shares to be issued upon the exercise of any options granted under the [REDACTED] Share Option Scheme, the share capital of our Company immediately upon completion of the [REDACTED] will be increased to RMB[REDACTED]. The details are set out as follows:

Description of Shares	Number of Shares	Approximate % of the Enlarged Share Capital after the [REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
H shares [REDACTED] from [REDACTED]	[REDACTED]	[REDACTED]
H shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

Assuming that the [REDACTED] is exercised in full and without taking into account any H Shares to be issued upon the exercise of any options granted under the [REDACTED] Share Option Scheme, the share capital of our Company immediately upon completion of the [REDACTED] will be increased to RMB[REDACTED]. The details are set out as follows:

Description of Shares	Number of Shares	Approximate % of the Enlarged Share Capital after the [REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
H shares [REDACTED] from [REDACTED]	[REDACTED]	[REDACTED]
H shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]

Notes:

- (1) For the avoidance of doubt, both [REDACTED] Shares and H Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares.
- (2) See “History, Development and Corporate Structure — [REDACTED] Investments — Information about our [REDACTED] Investors” in this document for details of the identities of Shareholders whose Shares will be [REDACTED] into H Shares upon [REDACTED].

SHARE CLASSES

The H Shares, to be [REDACTED] following the completion of the [REDACTED] and [REDACTED] from the [REDACTED] Shares, and the [REDACTED] Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares. Apart from certain qualified domestic institutional investors in the PRC, qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons entitled to hold H Shares pursuant to the relevant PRC laws and regulations or upon approval by any competent authorities, H Shares generally may not be subscribed for by, or traded between, investors of the PRC. H Shares may only be subscribed for and traded in Hong Kong dollars.

SHARE CAPITAL

[REDACTED] Shares and H Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. Dividends in respect of our Shares will be denominated in Hong Kong dollars, and may be paid by us in Hong Kong dollars or Renminbi, as the case may be. In addition to cash, dividends may be distributed in the form of Shares.

[REDACTED] OF [REDACTED] SHARES INTO H SHARES

Our [REDACTED] Shares are [REDACTED] Shares which are currently not listed or traded on any stock exchange.

According to the regulations by the CSRC and our Articles of Association, the holders of these [REDACTED] Shares may, at their own option, authorize our Company to apply to the CSRC for [REDACTED] of their respective [REDACTED] Shares to H Shares upon the [REDACTED], and such [REDACTED] Shares may be [REDACTED] and [REDACTED] on an overseas stock exchange provided that the [REDACTED], [REDACTED] and [REDACTED] of such [REDACTED] Shares have been approved by the securities regulatory authorities of the State Council (including the CSRC). In addition, such [REDACTED], [REDACTED] and [REDACTED] shall meet any requirement of internal approval process and in all respects comply with the regulations prescribed by the securities regulatory authorities of the State Council and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

If any of the [REDACTED] Shares are to be [REDACTED], [REDACTED] and [REDACTED] as H Shares on the Stock Exchange, the approvals of any internal approval process and/or the relevant PRC regulatory authorities (including the CSRC) and the approval of the Stock Exchange are necessary for such [REDACTED]. Based on the procedures for the [REDACTED] of [REDACTED] Shares into H Shares as set forth below, we will apply for the [REDACTED] of all or any portion of the [REDACTED] Shares on the Stock Exchange as H Shares in advance of any proposed [REDACTED] after the [REDACTED] to ensure that the [REDACTED] process can be completed promptly upon notice to the Stock Exchange and delivery of Shares for entry on the H Share register. As the [REDACTED] of additional Shares after the [REDACTED] on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it does not require such prior application for [REDACTED] at the time of our [REDACTED] in Hong Kong. No Shareholder voting is required for the [REDACTED] of such Shares or the [REDACTED] and [REDACTED] of such [REDACTED] Shares on an overseas stock exchange. Any application for [REDACTED] of the [REDACTED] shares on the Stock Exchange after our [REDACTED] is subject to prior notification by way of announcement to inform our Shareholders and the public of any proposed [REDACTED].

After all the requisite approvals have been obtained, the relevant [REDACTED] Shares will be withdrawn from the Share register, and our Company will re-register such Shares on the [REDACTED] register maintained in Hong Kong and instruct the [REDACTED] to issue H Share certificates. Registration on the H Share register of our Company will be on the conditions that:

- (i) the [REDACTED] lodges with the Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates; and
- (ii) the admission of the H Shares to be [REDACTED] on the Stock Exchange complies with the Listing Rules and the General Rules of [REDACTED] and the [REDACTED] in force from time to time. Until the [REDACTED] Shares are re-registered on the H Share register of our Company, such Shares would not be [REDACTED] as H Shares.

For details of our existing Shareholders’ proposed [REDACTED] of [REDACTED] into H Shares, see “History, Development and Corporate Structure — [REDACTED] Investments” in this document.

SHARE CAPITAL

TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

In accordance with the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, the Shares [REDACTED] by our Company prior to the [REDACTED] of H Shares will be subject to such statutory restriction on transfer within a period of one year from the [REDACTED].

Our Directors and members of the senior management of our Company shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by our Directors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the date on which the Shares are [REDACTED] and [REDACTED], nor within half a year after they leave their positions in our Company. The Articles of Association may contain other restrictions on the transfer of the Shares held by our Directors and members of senior management of our Company.

REGISTRATION OF SHARES NOT LISTED ON OVERSEAS STOCK EXCHANGE

According to the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請“全流通”業務指引》) announced by the CSRC, domestic shareholders of unlisted shares shall, in accordance with the relevant business rules of the China Securities Depository and Clearing Corporation Limited (“CSDC”), handle the transfer registration of shares, complete the procedures of share registration and stock listing in accordance with the relevant regulations of the Hong Kong market, and disclose information in accordance with the law and regulations. The H-share listed company shall submit a report on the relevant situation to the CSRC within 15 days after the registration with the CSDC of the shares related to the application has been completed.

[REDACTED] SHARE OPTION SCHEME

We adopted the [REDACTED] Share Option Scheme, details of which are set forth in “Appendix VI – Statutory and General Information – 4. Other Information – [REDACTED] Share Option Scheme”.