

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

Share capital immediately before the [REDACTED]

As of the Latest Practicable Date, the registered share capital of our Company was RMB296,165,577, consisting of 296,165,577 Shares, with a nominal value of RMB1.00 each.

Share capital immediately following the completion of the [REDACTED]

Immediately after the [REDACTED] and Conversion of [REDACTED] Shares into H Shares, assuming the [REDACTED] is not exercised, the share capital of our Company will be as follows:

Description of Shares	Number of shares	Approximate % of the enlarged issued share capital after the [REDACTED]
H Shares to be converted from [REDACTED] Shares	[REDACTED]	[REDACTED]
H Shares to be issued pursuant to the [REDACTED].	[REDACTED]	[REDACTED]
Total	[REDACTED]	100%

Assuming the [REDACTED] is exercised in full, the share capital of our Company immediately following the [REDACTED] and Conversion of [REDACTED] Shares into H Shares will be as follows:

Description of Shares	Number of shares	Approximate % of the enlarged issued share capital after the [REDACTED]
H Shares to be converted from [REDACTED] Shares	[REDACTED]	[REDACTED]
H Shares to be issued pursuant to the [REDACTED].	[REDACTED]	[REDACTED]
Total	[REDACTED]	100%

Our Shares

Upon completion of the [REDACTED] and Conversion of [REDACTED] Shares into H Shares, our Shares will consist of [REDACTED] only.

Our H Shares may only be subscribed for and traded in Hong Kong dollars. Apart from certain qualified domestic institutional investors in the PRC, through Shanghai-Hong Kong Stock Connect, or through Shenzhen-Hong Kong Stock Connect or other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, our H Shares generally cannot be subscribed for by or traded between legal or natural persons of the PRC.

We shall pay all dividends in respect of H Shares in Hong Kong dollars and all dividends in respect of [REDACTED] Shares in RMB. See “Appendix III — Summary of the Articles of Association” for details of the circumstances under which general meetings of our Company are required. In addition to cash, dividends may be distributed in the form of Shares. For holders of H Shares, dividends in the form of Shares will be distributed in the form of additional H Shares.

SHARE CAPITAL

The [REDACTED] 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 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.

CONVERSION OF [REDACTED] SHARES INTO H SHARES

If any of the [REDACTED] Shares are to be converted, [REDACTED] and traded as H Shares on the Hong Kong Stock Exchange, such conversion, [REDACTED] and trading will need to be filed with the relevant PRC regulatory authorities, including the CSRC, and the approval of the Hong Kong Stock Exchange.

Filing with the CSRC for Full Circulation

In accordance with the Overseas Listing Trial Measures and related guidelines, H-share [REDACTED] companies which apply for the conversion of [REDACTED] shares into H shares for [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange shall file with the CSRC by filing materials on key compliance issues. An [REDACTED] domestic joint stock company may apply for “full circulation” when applying for an overseas [REDACTED].

We applied for a [REDACTED] when filing with the CSRC for an overseas [REDACTED] on [REDACTED], and submitted the filing reports, authorization documents of the shareholders of [REDACTED] Shares which applied for the H-share [REDACTED], undertaking on the compliance of share acquisition and other documents in accordance with the requirements of the CSRC.

We have received the filing notice from the CSRC dated [REDACTED] in relation to the overseas [REDACTED] and [REDACTED], pursuant to which certain Shareholders (“[REDACTED] Participating Shareholders”) could convert [REDACTED] Shares into [REDACTED] on a one-for-one basis upon the completion of the [REDACTED].

[REDACTED] Approval by the Hong Kong Stock Exchange

We have applied to the [REDACTED] Committee of the Hong Kong Stock Exchange for the granting of [REDACTED] of, and permission to deal in, our H Shares to be issued pursuant to the [REDACTED], and the H Shares to be converted from [REDACTED] Shares on the Hong Kong Stock Exchange, which is subject to the approval by the Hong Kong Stock Exchange.

We will perform the following procedures for the Conversion of [REDACTED] Shares into H Shares after receiving the approval of the Hong Kong Stock Exchange: (1) giving instructions to our [REDACTED] regarding relevant share certificates of the converted H Shares; and (2) enabling the converted H Shares to be accepted as eligible [REDACTED] by [REDACTED] for deposit, clearance and settlement in the [REDACTED].

This mandate only relates to repurchases on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, and in accordance with all applicable laws and the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time.

SHARE CAPITAL

LOCK-UP PERIODS

In accordance with Article 160 of the PRC Company Law, the shares issued prior to any [REDACTED] of shares by a company cannot be transferred within one year from the date on which such [REDACTED] shares are [REDACTED] and traded on the relevant stock exchange. As such, the Shares issued by the Company prior to the [REDACTED] will be subject to such statutory restriction on transfer within a period of one year from the [REDACTED].

Our Directors and members of senior management shall declare their shareholdings in the 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 the Company. The Shares that the aforementioned persons held in the Company cannot be transferred within one year from the date on which the shares are [REDACTED] and traded, nor within half a year after they leave their positions in the Company. The Articles of Association may contain other restrictions on the transfer of our Shares held by our Directors and members of senior management.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

Pursuant to the PRC Company Law and the terms of the Articles of Association, our Company may from time to time by special resolution of shareholders increase its capital or decrease its capital or capital redemption reserve. See “Appendix III — Summary of the Articles of Association” in this document for further details.