

SHARE CAPITAL

This section presents certain information regarding our share capital prior to and following the completion of the [REDACTED] and the [REDACTED].

IMMEDIATELY BEFORE THE [REDACTED]

As of the Latest Practicable Date and immediately prior to the [REDACTED] and the [REDACTED], the registered capital of our Company was RMB[REDACTED], comprising [REDACTED] Unlisted Shares with a nominal value of RMB1.00 each.

UPON COMPLETION OF THE [REDACTED]

Upon [REDACTED], the ordinary shares of the Company will be split on a one-for-ten basis, and the registered share capital of the Company will be RMB[REDACTED] divided into [REDACTED] Shares with a nominal value of RMB[0.1] each.

Immediately upon completion of the [REDACTED] and the [REDACTED], assuming that the [REDACTED] is not exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of the enlarged issued share capital after the [REDACTED]
H Shares to be [REDACTED] from Unlisted Shares ^(Note)	[REDACTED]	[REDACTED]%
H Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]%
Total	[REDACTED]	100.00%

Immediately upon completion of the [REDACTED] and the [REDACTED], assuming that the [REDACTED] is fully exercised, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of total share capital
H Shares to be [REDACTED] from Unlisted Shares ^(Note)	[REDACTED]	[REDACTED]%
H Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]%
Total	[REDACTED]	100.00%

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The above table assumes that the [REDACTED] has become unconditional and the H Shares are issued pursuant to the [REDACTED].

Note: See “Corporate Structure—Corporate Structure Immediately Following the Completion of the [REDACTED]” in the section headed “History, Development and Corporate Structure—Share Subdivision” for details of the identities of our Shareholders whose Shares will be [REDACTED] into H Shares upon [REDACTED].

OUR SHARE CLASSES AND RANKING

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

Our H Shares may only be [REDACTED] for and traded in Hong Kong dollars. Apart from certain qualified domestic institutional [REDACTED] 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 [REDACTED] 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. See “Summary of Articles of Association of the Company” in Appendix V to this document 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.

The [REDACTED] will rank *pari passu* in all respects with all Shares currently in [REDACTED] or to be [REDACTED] 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.

[REDACTED]

According to stipulations made by the State Council’s securities regulatory authority and the Articles of Association, our Unlisted Shares may be [REDACTED] into [REDACTED], and such [REDACTED] may be [REDACTED] or [REDACTED] on [REDACTED], provided that prior to the [REDACTED] of such [REDACTED] Shares, the requisite internal approval processes have been duly completed and the approvals from the relevant PRC regulatory authorities, including the CSRC, and the relevant [REDACTED] have been obtained. In addition, such [REDACTED], [REDACTED] and [REDACTED] shall in all respects comply with the regulations prescribed by the State Council’s securities regulatory authorities and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange.

The [REDACTED] will involve an aggregate of [REDACTED] held by [REDACTED] existing Shareholders (the “[REDACTED] Participating Shareholders”), representing [REDACTED] the total issued Shares of our Company as of the Latest Practicable Date and approximately [REDACTED]% of the total [REDACTED] issued Shares of our Company upon completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares that may be [REDACTED] upon exercise of the [REDACTED]).

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Filing with the CSRC and [REDACTED] Application

In accordance with the Guidelines for Applying “[REDACTED]” 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) and Trial Administrative Measures and relevant five guidelines announced by the CSRC, H-share listed companies which apply for the [REDACTED] of [REDACTED] for [REDACTED] on the Stock Exchange shall conform to relevant regulations promulgated by the CSRC, and authorize the company to file with the CSRC on their behalf.

We have filed with the CSRC for, and received the filing notice from the CSRC dated [•] in relation to the [REDACTED] and the [REDACTED] (assuming the Share Subdivision is completed and the nominal value is RMB[0.1] each) into H Shares on a one-for-one basis upon [REDACTED].

[REDACTED] Approval by the Stock Exchange

We have applied to the [REDACTED] for the approval for the granting of [REDACTED] of, and permission to [REDACTED], our H Shares to be [REDACTED] pursuant to the [REDACTED] (including any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]) and the H Shares to be [REDACTED] from [REDACTED] (assuming the Share Subdivision is completed and the nominal value is RMB[0.1] each) on the Stock Exchange, which is subject to the [REDACTED] by the [REDACTED].

We will perform the following procedures for the [REDACTED] after receiving the approval of the [REDACTED]: (1) giving instructions to our [REDACTED] regarding relevant share certificates of the [REDACTED]; and (2) enabling the [REDACTED] to be accepted as eligible securities by [REDACTED] for deposit, clearance and settlement in the [REDACTED]. Until the [REDACTED] are reregistered on our [REDACTED], such Shares will not be [REDACTED]. The participating shareholders may only [REDACTED] in the Shares upon completion of domestic procedures.

TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

The PRC Company Law provides that in relation to the [REDACTED] of a company, the shares issued prior to the [REDACTED] shall not be transferred within a period of one year from the date on which the publicly offered shares are listed on any stock exchange. Accordingly, Shares issued by our Company prior to the [REDACTED] shall be subject to this statutory restriction and not be transferred within a period of one year from the [REDACTED].

REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE

According to the Guidelines for the “[REDACTED]” 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, the domestic shareholders of unlisted shares shall handle share transfer registration business in accordance with the relevant business rules of CSDC. Further, H-share companies should submit the relevant status reports to the CSRC within 15 days after the transfer registration with the CSDC of the shares involved in the application is completed.

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CIRCUMSTANCES UNDER WHICH GENERAL MEETING IS REQUIRED

For details of circumstances under which our Shareholders’ general meeting is required, please see “Appendix V—Summary of Articles of Association of the Company—Shareholders’ Meetings—General Provisions for Shareholders’ Meetings” in this document.