

SHARE CAPITAL

BEFORE THE COMPLETION OF THE [REDACTED]

As of the Latest Practicable Date, the registered capital of our Company was 360,000,000 divided into 360,000,000 Unlisted Shares with a nominal value of RMB1.00 each.

IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

Immediately following the completion of the [REDACTED] and the conversion of the Unlisted Shares into H Shares, assuming the [REDACTED] is not exercised and no additional Shares are issued under the Share Option Schemes, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of our share capital (%)
H Shares converted from Unlisted Shares	360,000,000	[REDACTED]
H Shares to be issued pursuant to the [REDACTED] .	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

Immediately following the completion of the [REDACTED] and the conversion of the Unlisted Shares into H Shares, assuming the [REDACTED] is fully exercised and no additional Shares are issued under the Share Option Schemes, the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate percentage of our share capital (%)
H Shares converted from Unlisted Shares	360,000,000	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	100.00

RANKING

Upon the completion of the [REDACTED] and the conversion of the Unlisted Shares into H Shares, our Shares will consist of H Shares only. H Shares and Unlisted Shares are all ordinary Shares in the share capital of our Company. However, apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be subscribed for by or traded between legal or natural persons of the PRC.

Unlisted Shares and H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. All dividends in respect of the H Shares are to be paid by us in Hong Kong dollars or in the form of H Shares.

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CONVERSION OF UNLISTED SHARES INTO H SHARES

According to the regulations issued by the CSRC, the holders of Unlisted Shares may, at their own option, authorize our Company to apply to the CSRC for conversion of their respective Unlisted Shares into H Shares, and such converted Shares may be [REDACTED] and [REDACTED] on an overseas stock exchange provided that the required filings with the CSRC for the conversion, [REDACTED] and [REDACTED] of such converted Shares have been completed. Additionally, such conversion, [REDACTED] and [REDACTED] shall meet applicable 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 Unlisted Shares are to be converted, [REDACTED] and [REDACTED] as H Shares on the Stock Exchange, the filings with the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange are necessary for such conversion. Based on the procedures for the conversion of Unlisted Shares into H Shares as set forth below, we will apply for the [REDACTED] of all or any portion of the Unlisted Shares on the Stock Exchange as H Shares in advance of any proposed conversion after the [REDACTED] to ensure that the conversion process can be completed promptly upon notice to the Stock Exchange and delivery of Shares for entry in the H Share register of members. As the [REDACTED] of additional H Shares after the [REDACTED] on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it will not require such prior application for [REDACTED] at the time of our initial [REDACTED] in Hong Kong. Any application for [REDACTED] of the converted H Shares on the Stock Exchange after the [REDACTED] is subject to prior notification by way of announcement to inform our Shareholders and the public of any proposed conversion.

After all the requisite filings have been completed and approvals have been obtained, the relevant Unlisted Shares will be withdrawn from the Unlisted Share register of members, and our Company will re-register such Shares on the [REDACTED] of members maintained in Hong Kong and instruct the [REDACTED] to [REDACTED] H Share certificates. Registration on the [REDACTED] of members of our Company will be on the conditions that (i) the [REDACTED] lodges with the Stock Exchange a letter confirming the entry of the relevant H Shares on the [REDACTED] of members 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 HKSCC and HKSCC Operational Procedures in force from time to time. Until the converted Shares are re-registered in the [REDACTED] of members of our Company, such Shares would not be [REDACTED] as H Shares. For details of our existing Shareholders’ proposed conversion of Unlisted Shares into H Shares, see “History, Development and Corporate Structure – Capitalization of Our Company.”

TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

Pursuant to the PRC Company Law, our Shares issued prior to the [REDACTED] shall not be transferred within one year from the [REDACTED].

Shares transferred by our Directors and senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company unless otherwise permitted by applicable laws and regulations. The Shares that the aforementioned persons hold in our Company cannot be transferred within half a year after they leave their positions as Directors or senior management in our Company.

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See “[REDACTED] – [REDACTED] Arrangements and Expenses – [REDACTED] – Undertakings pursuant to the [REDACTED]” for details of the lock-up undertakings.

REGISTRATION OF SHARES NOT LISTED ON OVERSEAS STOCK EXCHANGE

According to the Notice on Adjustment of Business Acceptance of Registration and Depository of Non-Overseas Listed Shares of Overseas Listed Companies of China Securities Depository and Clearing Corporation Limited (《中國證券登記結算有限責任公司關於境外上市公司非境外上市股份登記存管業務受理調整的通知》) and the Business Guidelines for the Registration and Depository of Non-Overseas Listed Shares of Overseas Listed Companies of China Securities Depository and Clearing Corporation Limited Shenzhen Branch (《中國證券登記結算有限責任公司深圳分公司境外上市公司非境外上市股份登記存管業務指南》), our Company is required to register and deposit our Shares that are not listed on the overseas stock exchange with the Shenzhen Branch of the CSDC.

SHAREHOLDERS’ MEETING

For details of circumstances under which our Shareholders’ meeting is required, see “Appendix IV – Summary of Articles of Association.”

GENERAL MANDATE TO [REDACTED] SHARES AND SELL AND/OR TRANSFER TREASURY SHARES

Subject to the completion of the [REDACTED], pursuant to the Shareholder resolutions of our Company, our Board has been granted a general mandate to [REDACTED] Shares and sell and/or transfer treasury Shares. See “Appendix V – Statutory and General Information – A. Further Information about Our Group – 4. Resolutions of Our Shareholders.”

SHARE INCENTIVE SCHEMES

We adopted the Employee Incentive Plans and Share Option Schemes. For further information regarding the terms and information of the participants of such share incentive schemes, see “Appendix V – Statutory and General Information – D. Share Incentive Schemes.”