

## UNDERWRITING

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### HONG KONG UNDERWRITERS

[REDACTED]

### UNDERWRITING ARRANGEMENTS AND EXPENSES

[REDACTED]

#### *Hong Kong Underwriting Agreement*

[REDACTED]

#### *Grounds for termination*

[REDACTED]

## **UNDERWRITING**

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**[REDACTED]**

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**[REDACTED]**

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[REDACTED]

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[REDACTED]

### **Undertakings to the Stock Exchange pursuant to the Listing Rules**

#### *Undertakings by our Company*

Pursuant to Rule 10.08 of the Listing Rules, we have undertaken to the Stock Exchange that no further Shares or securities convertible into our equity securities (whether or not a class already listed) may be issued by us, or form the subject of any agreement to such an issue by us, within six months from the [REDACTED] up to and including the date falling six months after the [REDACTED] (whether or not such issue of Shares or our securities will be completed within six months from the [REDACTED]) and except pursuant to the [REDACTED], the [REDACTED], the exercise of the [REDACTED] in the circumstances prescribed by Rule 10.08 of the Listing Rules.

#### *Undertakings by our Controlling Shareholders*

[REDACTED]

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[REDACTED]

### **Undertakings pursuant to the Hong Kong Underwriting Agreement**

#### *Undertakings by our Company*

[REDACTED]

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[REDACTED]

### *Undertakings by our Controlling Shareholders*

[REDACTED]

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[REDACTED]

### *International Underwriting Agreement*

In connection with the [REDACTED], our Company expects to enter into the International Underwriting Agreement with, among others, our executive Directors, our Controlling Shareholders, the [REDACTED] and the International Underwriters.

[REDACTED]

### **Underwriting commission and expenses**

The Hong Kong Underwriters will receive a commission of [REDACTED] of the aggregate [REDACTED] of all the [REDACTED], out of which they will pay any sub-underwriting commission. In addition, we agree, at our sole discretion, to pay to the [REDACTED] (for [itself] and on behalf of the Hong Kong Underwriters) a discretionary incentive fee of up to [●]% of the aggregate [REDACTED] of all the [REDACTED]. Assuming the [REDACTED] is not exercised at all, the aggregate commission and discretionary incentive fee payable to the International Underwriters and the Hong Kong Underwriters, the Stock Exchange [REDACTED] fees, the Stock Exchange trading fee, the SFC transaction levy, legal and other professional fees, printing and other expenses relating to the [REDACTED] are currently estimated to be about HK\$[REDACTED] in aggregate (based on an [REDACTED] of HK\$[REDACTED] per Share, being the mid-point of the stated range of the [REDACTED] between HK\$[REDACTED] and HK\$[REDACTED] per Share, and on the assumption that the [REDACTED] is not exercised) is to be borne by our Company. For unsubscribed [REDACTED] reallocated to the [REDACTED], we will pay an underwriting commission and discretionary incentive fee at the rate applicable to the [REDACTED] and such commission and discretionary incentive fee will be paid to the [REDACTED] and the relevant International Underwriters (but not the Hong Kong Underwriters).

### **SOLE SPONSOR’S INDEPENDENCE**

The Sole Sponsor satisfy the independence criteria applicable set out in Rule 3A.07 of the Listing Rules. For further details, see “Statutory and General Information — D. Other Information — 3. Sole Sponsor” in Appendix IV to this document.

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### UNDERWRITERS’ INTERESTS IN OUR COMPANY

The [REDACTED] and the other Underwriters will receive an underwriting commission. Particulars of these under underwriting commission and expenses are set out in “— Underwriting commission and expenses” for details.

Other than pursuant to the Hong Kong Underwriting Agreement, none of the Hong Kong Underwriters has any shareholding in any member of our Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Following the completion of the [REDACTED], the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the Shares as a result of fulfilling their obligations under the Hong Kong Underwriting Agreement.

### MINIMUM PUBLIC FLOAT

Our Directors will ensure that there will be a minimum 25% of the total issued Shares held in public hands in accordance with Rule 8.08 of the Listing Rules after completion of the [REDACTED].

[REDACTED]

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**[REDACTED]**