

## SHARE CAPITAL

Our registered share capital as of the Latest Practicable Date was RMB324,294,997.00, divided into [REDACTED] Domestic Shares and [REDACTED] Unlisted Foreign Shares of par value RMB1.00 each.

Assuming the [REDACTED] is not exercised, the share capital of our Company immediately after the [REDACTED] and [REDACTED] of Domestic Shares and Unlisted Foreign Shares into H Shares will be as follows:

<u>Description of Shares</u>	<u>Number of Shares</u>	<u>Aggregate nominal value of Shares</u> <i>(RMB)</i>
H Shares to be [REDACTED] from Domestic Shares	[REDACTED]	[REDACTED]
H Shares to be [REDACTED] from Unlisted Foreign Shares	[REDACTED]	[REDACTED]
H Shares issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
<b>Total</b>	<b>[REDACTED]</b>	<b>[REDACTED]</b>

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

<u>Description of Shares</u>	<u>Number of Shares</u>	<u>Aggregate nominal value of Shares</u> <i>(RMB)</i>
H Shares to be [REDACTED] from Domestic Shares	[REDACTED]	[REDACTED]
H Shares to be [REDACTED] from Unlisted Foreign Shares	[REDACTED]	[REDACTED]
H Shares issued pursuant to the [REDACTED]	[REDACTED]	[REDACTED]
<b>Total</b>	<b>[REDACTED]</b>	<b>[REDACTED]</b>

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

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### RANKING

Upon the completion of the [REDACTED] and [REDACTED] of Domestic Shares and Unlisted Foreign Shares into H Shares, the Shares will consist of H Shares only. H Shares are all ordinary Shares in the share capital of the Company.

Apart from certain qualified domestic institutional [REDACTED] in the PRC, the qualified PRC [REDACTED] under the Shanghai-Hong Kong Stock Connect and 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 (such as our certain existing shareholders the Domestic Shares and the Unlisted Foreign Shares held by whom will be [REDACTED] into H Shares according to the approval of the CSRC), H Shares generally cannot be subscribed for by or traded between legal or natural PRC persons.

If further issued following the completion of the [REDACTED] and [REDACTED] of Domestic Shares and Unlisted Foreign Shares into H Shares, Domestic Shares and Unlisted Foreign Shares (collectively, the “Unlisted Shares”) and H Shares are regarded as two different classes of Shares. The differences between the Unlisted Shares and the H Shares, provisions on class rights, dispatch of notices and financial reports to Shareholders, dispute resolution, registration of Shares on different registers of Shareholders, the procedure of transfer of Shares and appointment of dividend receiving agents as contained in the Articles of Association are summarized in “Appendix IV — Summary of the Articles of Association of the Company” to this document.

Furthermore, any change or abrogation of the rights of class Shareholders shall be approved by way of a special resolution of the general meeting of Shareholders and by a separate class shareholders meeting of class Shareholders convened by the affected class of Shareholders. The circumstances under which a general meeting and/or a class meeting is required are summarized in “Appendix IV — Summary of the Articles of Association of the Company” to this document. However, the special approval process of separate classes of Shareholders is not required under the following circumstances:

- (i) issue of Unlisted Shares or H Shares of not more than 20% of existing Unlisted Shares or H Shares, respectively, either separately or concurrently in a period of 12 months, pursuant to an approval by a special resolution of the general meeting;
- (ii) proposal to issue of Unlisted Shares and H Shares of the Company upon its establishment pursuant to approval of the securities regulatory authority under the State Council, provided that such proposal is carried out within 15 months after such approval; or
- (iii) upon the approval by securities regulatory authority of the State Council, (a) transfer by holders of the Unlisted Shares to overseas [REDACTED], or (b) [REDACTED] of the Unlisted Shares held by them into overseas-listed shares, in whole or in part, and the [REDACTED] and [REDACTED] of such [REDACTED] on an overseas stock exchange.

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Save as disclosed above, Unlisted Shares and H Shares shall rank *pari passu* with each other in all other respects and, in particular, will rank equally for dividends or distributions declared, paid or made. All dividends for H Shares will be denominated and declared in Renminbi, and paid in Hong Kong dollars or Renminbi, whereas all dividends for Domestic Shares will be paid in Renminbi and all dividends in respect of Unlisted Foreign Shares in foreign currencies. Other than cash, dividends could also be paid in the form of shares.

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED**

For details of circumstances under which the Shareholders’ general meeting and class Shareholders’ meeting are required, please refer to “Shareholders and Shareholders’ General Meeting — General Rules for the Shareholder’s General Meeting” and “Shareholders and Shareholders’ General Meeting — Special Procedures for the Voting of Class Shareholders” under “Appendix IV — Summary of the Articles of Association of the Company” to this document.

### **[REDACTED] OF OUR UNLISTED SHARES INTO H SHARES**

Pursuant to the regulations prescribed by the securities regulatory authorities of the State Council and the Articles of Association, the Domestic Shares and Unlisted Foreign Shares may be [REDACTED] into overseas-listed Shares. Such [REDACTED] Shares could be [REDACTED] or [REDACTED] on an overseas stock exchange, provided that prior to the [REDACTED] and [REDACTED] of such [REDACTED] Shares, any requisite internal approval process has been duly completed and the approvals from the relevant regulatory authorities, including CSRC, have been obtained. In addition, such [REDACTED] and [REDACTED] shall comply with the regulations, requirements and procedures prescribed by the relevant overseas stock exchange. If any of the Domestic Shares and the Unlisted Foreign Shares are to be [REDACTED], [REDACTED] and [REDACTED] as H Shares on the Stock Exchange, such [REDACTED], [REDACTED] and [REDACTED] will need the approval of the relevant PRC regulatory authorities, including the CSRC, and the approval of the Stock Exchange. The [REDACTED] and [REDACTED] of such [REDACTED] H Shares on the Stock Exchange will also require the approval of the Stock Exchange.

### **[REDACTED] Review and Approval by the CSRC**

[REDACTED]

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[REDACTED]

### [REDACTED] Approval by the Stock Exchange

We [have applied] to the [REDACTED] Committee of the Stock Exchange for the granting of [REDACTED] of, and permission to deal in, our H Shares to be issued pursuant to the [REDACTED] (including any H Shares which may be issued pursuant to the exercise of the [REDACTED]) and the H Shares to be [REDACTED] from [REDACTED] Domestic Shares and [REDACTED] Unlisted Foreign Shares on the Stock Exchange, which is subject to the approval by the Stock Exchange.

We will perform the follow procedures for the [REDACTED] of unlisted shares into H Shares after receiving the approval of the Stock Exchange: (1) giving instructions to our [REDACTED] regarding relevant share certificates of the [REDACTED] H Shares; and (2) enabling the [REDACTED] H Shares to be accepted as eligible securities by [REDACTED] for deposit, clearance and settlement in the [REDACTED]. The Participating Shareholders may only [REDACTED] in the Shares upon completion of following domestic procedures. No approval by separate class meeting is required for 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 initial [REDACTED] is subject to prior notification by way of announcement to inform the Shareholders and the public of any proposed [REDACTED].

After all the requisite approvals have been obtained, the relevant Domestic Shares will be withdrawn from the CSDC and our Company will re-register such Shares on our H Share [REDACTED] maintained in Hong Kong and instruct the [REDACTED] to issue [REDACTED]. Registration on our H Share register will be conditional on (i) our [REDACTED] lodged with the Stock Exchange a letter confirming the entry of the relevant

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H Shares on the H Share register and the due dispatch of [REDACTED]; and (ii) the admission of the H Shares to be [REDACTED] on the Stock Exchange in compliance with the Listing Rules and the General Rules of [REDACTED] and the [REDACTED] Operational Procedures in force from time to time. Until the [REDACTED] Shares are re-registered on our H Share register, such Shares will not be [REDACTED] as H Shares.

### Domestic Procedures

[REDACTED]

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[REDACTED]

### TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

According to the Company Law, the Shares issued by the Company prior to the [REDACTED] are restricted from [REDACTED] within one year from the [REDACTED].

The Company will work with the [REDACTED] to be engaged by the Company to restrict the [REDACTED] of the H Shares [REDACTED] from Domestic Shares and Unlisted Foreign Shares technically within one year after the [REDACTED].

### REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE

According to the Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange (《關於境外上市公司非境外上市股份集中登記存管有關事宜的通知》) issued by the CSRC, an overseas listed company is required to register its shares that are not listed on an overseas stock exchange with the CSDC within 15 business days upon [REDACTED] and provide a written report to the CSRC regarding the centralized registration and deposit of its non-overseas listed shares as well as the current [REDACTED] and [REDACTED] of shares.

### SHAREHOLDERS' APPROVAL FOR THE [REDACTED]

Approval from holders of the Shares is required for the Company to [REDACTED] H Shares and seek the [REDACTED] of H Shares on the Stock Exchange. The Company has obtained such approval at the Shareholders' general meeting held on June 9, 2021.