

SHARE CAPITAL

As of the Latest Practicable Date, the registered share capital of our Company is [REDACTED], divided into [REDACTED] Domestic Shares with a nominal value of [REDACTED] each.

Assuming the [REDACTED] is not exercised, the registered share capital of our Company immediately after the [REDACTED] and the [REDACTED] will be as follows:

<u>Description of Shares</u>	<u>Number of Shares</u>	<u>Approximate percentage to total share capital</u>
Domestic Shares in issue ⁽¹⁾	[REDACTED]	[REDACTED]
H Shares converted from Domestic Shares ⁽²⁾	[REDACTED]	[REDACTED]
H Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]

Assuming the [REDACTED] is exercised in full, the share capital of our Company immediately after the [REDACTED] and the [REDACTED] will be as follows:

<u>Description of Shares</u>	<u>Number of Shares</u>	<u>Approximate percentage to total share capital</u>
Domestic Shares in issue ⁽¹⁾	[REDACTED]	[REDACTED]
H Shares converted from Domestic Shares ⁽²⁾	[REDACTED]	[REDACTED]
H Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
TOTAL	[REDACTED]	[REDACTED]

Notes:

- (1) These Domestic Shares represent Domestic Shares held by our Shareholders and which will not be converted into H Shares upon [REDACTED].
- (2) Subject to the approval of the CSRC and the Stock Exchange, certain Domestic Shares shall be converted into H Shares upon [REDACTED], details of which are set out in the sub-paragraph headed “[REDACTED]” in this section.

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CLASS AND RANKING OF SHARES

After the completion of the [REDACTED], we have two classes of ordinary shares, namely Domestic Shares and H Shares, and they shall rank *pari passu* with each other in all respects. Our Domestic Shares are unlisted Shares which are currently not listed or traded on any stock exchange or authorized trading facility. Domestic Shares and H Shares are regarded as different classes of Shares, further details of which are set out in the section headed “Summary of the Articles of Association” in Appendix VI to this document.

According to the Articles of Association, any change or abrogation of the rights of class Shareholders shall be approved by way of a special resolution of the general meeting of our Shareholders and by a separate class meeting of class Shareholders convened by the relevant class Shareholders. Circumstances where a general meeting and/or a class meeting is required is summarized in the section headed “Summary of the Articles of Association” in Appendix VI to this document. However, a class meeting is not required under circumstances set forth below:

- issue of Domestic Shares or H Shares of not more than 20% of Domestic Shares or H Shares in issue, respectively, either separately or concurrently within a period of 12 months, pursuant to approval by way of a special resolution of the general meeting of our Shareholders;
- proposed issue of Domestic Shares and H Shares at the time of the establishment of our Company, pursuant to approval of the securities regulatory authority of the State Council and provided that such proposed issue will be completed within 15 months since the date of such approval;
- transfer of Domestic Shares by domestic shareholder to foreign investors, or conversion of Domestic Shares by domestic shareholder to foreign Shares in part or in full, and such transferred or converted Shares are listed on overseas stock exchange as approved by the securities regulatory authority under the State Council and with the consent of the Stock Exchange; and
- other circumstances as stipulated in relevant PRC laws, regulations and the Articles of Association.

For further details, please refer to the section headed “Summary of the Articles of Association” in Appendix VI to this document.

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[REDACTED]

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[REDACTED]

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[REDACTED]

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[REDACTED]

TRANSFER OF SHARES ISSUED PRIOR TO [REDACTED]

The PRC Company Law provides that (i) where a limited liability company converted into a joint stock limited company, its shares shall not be transferred within one year from the date of its conversion, (ii) in relation to the public offering of a company, the shares issued prior to the public offering shall not be transferred within 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 one year from the [REDACTED].

Directors, supervisors and senior management shall notify the Company of the Shares they hold and any changes therein. During their respective tenure of office, any Shares transferred by any of the Company’s Directors, supervisors and senior management in any year shall not exceed 25% of the relevant individual’s total Shares in the Company. Shares held by any Director, supervisor or senior management shall not be transferred within one year from the [REDACTED] and within six months from the date on which he or she ceases to be a Director, supervisor or senior management of our Company.

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[REDACTED]

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS AND CLASS MEETINGS ARE REQUIRED

According to our Articles of Association, general meetings (by special resolutions) are required under the following circumstances: (i) increase or reduction in the registered capital of the Company and issuance of any class of shares, warrants and similar securities; (ii) the division, merger, dissolution, liquidation or change of corporate forms of the Company; (iii) issuance of corporate bonds; and (iv) amendments to the Articles of Association. Further, general meetings (by special resolution) and class meetings are both required if our Company proposes to change or abrogate the rights of the class shareholders.

For further details, please see the sub-section headed “Summary of the Articles of Association—Resolutions of Shareholders’ General Meeting” in Appendix VI to this document.