

---

## SHARE CAPITAL

---

### SHARE CAPITAL

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

#### Immediately before the [REDACTED]

As of the Latest Practicable Date, the registered share capital of our Company was RMB161,844,749, divided into 161,844,749 Unlisted Shares with a nominal value of RMB1.00 each.

#### Upon completion of the [REDACTED]

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

Description of Shares	Number of shares	Approximate percentage of registered share capital
Unlisted Shares <sup>(1)</sup>	[REDACTED]	[REDACTED]
H Shares to be [REDACTED] under the [REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]</u>
<b>Total share capital</b>	<u><u>[REDACTED]</u></u>	<u><u>[REDACTED]</u></u>

*Note:*

- (1) These Unlisted Shares may be converted into H Shares. For further details, please refer to the paragraph headed “Conversion of our Unlisted Shares into H Shares” in this section.

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

Description of Shares	Number of shares	Approximate percentage of registered share capital
Unlisted Shares <sup>(1)</sup>	[REDACTED]	[REDACTED]
H Shares to be [REDACTED] under the [REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]</u>
<b>Total share capital</b>	<u><u>[REDACTED]</u></u>	<u><u>[REDACTED]</u></u>

*Note:*

- (1) These Unlisted Shares may be converted into H Shares. For further details, please refer to the paragraph headed “Conversion of our Unlisted Shares into H Shares” in this section.

---

## SHARE CAPITAL

---

### MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1)(a) of the Listing Rules, at the time of the [REDACTED] and at all times thereafter, our Company must maintain the minimum prescribed percentage of at least 25% of the total number of issued Shares in the hands of the public.

Our Company will meet the public float requirement under the Listing Rules after the completion of the [REDACTED] (whether or not the [REDACTED] is exercised in full). We will make appropriate disclosure of our public float and confirm the sufficiency of our public float in successive annual reports after the [REDACTED].

### OUR SHARES

Upon the completion of [REDACTED], our Shares will be divided into two categories, namely, Unlisted Shares and H Shares. Our Unlisted Shares and H Shares are both ordinary shares in the share capital of our Company and are considered as one class of Shares.

Apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors 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, H Shares generally cannot be subscribed for by or traded between legal or natural PRC persons.

Unlisted Shares and H Shares are regarded as one class of Shares under our Articles of Association and 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 Unlisted Shares will be paid in Renminbi. Other than cash, dividends could also be paid in the form of shares.

### CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

#### Conversion of Unlisted Shares

According to stipulations made by the State Council’s securities regulatory authority and the Articles of Association, our Unlisted Shares may be converted into H Shares, and such converted H Shares may be listed or traded on an overseas stock exchange, provided that prior to the conversion and trading of such converted shares, the requisite internal approval processes shall have been duly completed and the approval from the relevant PRC regulatory authorities, including the CSRC, have been obtained. In addition, such conversion, trading and listing 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.

---

## SHARE CAPITAL

---

Approval of the Hong Kong Stock Exchange is required if any of our Unlisted Shares are to be converted in and traded as H Shares on the Hong Kong Stock Exchange. Based on the methodology and procedures for the conversion of our Unlisted Shares into H Shares as described in this section, our Company can apply for the listing of all or any portion of our Unlisted Shares on the Hong Kong Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of shares for entry on the H Share register. As any [REDACTED] of additional shares after our Company’s [REDACTED] on the Hong Kong Stock Exchange is ordinarily considered by the Hong Kong Stock Exchange to be a purely administrative matter, it does not require such prior application for listing at the time of our Company’s [REDACTED] in Hong Kong.

No shareholder voting is required for the [REDACTED] and [REDACTED] of the converted shares on an overseas stock exchange. Any application for [REDACTED] of the converted shares on the Hong Kong Stock Exchange after our [REDACTED] is subject to prior notification by way of announcement to inform the Shareholders and the public of any proposed conversion.

As confirmed by our PRC Legal Adviser, the Articles of Association are not inconsistent with the relevant PRC laws and regulations on the conversion of unlisted shares.

### **Mechanism and procedures for conversion**

After all the requisite approvals have been obtained, the following procedures will need to be completed in order to effect the conversion: the relevant Unlisted Shares will be withdrawn from the Unlisted Shares register and our Company will re-register such Shares on the H Share register of the Company maintained in Hong Kong and instruct the [REDACTED] to issue H Share certificates. Registration on our H Share register will be conditioned on (i) our [REDACTED] lodging with the Hong Kong Stock Exchange a letter confirming the proper entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates, and (ii) the admission of the H Shares to trade on the Hong Kong Stock Exchange in compliance with the Listing Rules, the General Rules of HKSCC and the HKSCC Operational Procedures in force from time to time. Until the converted shares are re-registered on our H Share register, such Shares would not be listed as H Shares.

So far as our Directors are aware, none of the promoters of the Company currently proposes to convert any of the Unlisted Shares held by it into H Shares.

### **LOCK-UP PERIODS**

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

---

## SHARE CAPITAL

---

Our Directors, Supervisors and members of the senior management of our Company shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by our Directors, Supervisors and such members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the date on which the shares are [REDACTED] and [REDACTED], nor within half a year after they leave their positions in our Company. The Articles of Association may contain other restrictions or conditions on the transfer of the Shares held by our Directors, Supervisors, members of senior management of our Company and other Shareholders. For further details, please refer to the section headed “Summary of Articles of Association of the Company” in Appendix VI to this document.

### **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 China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司) within 15 business days upon listing 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 offering and listing of shares.

### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING IS REQUIRED**

For details of circumstances under which our Shareholders’ general meeting is required, please refer to the section headed “Summary of Articles of Association of the Company” in Appendix VI to this document.