
INFORMATION ABOUT THE LISTING

THE LISTING

We have applied for a listing of our Shares on the Main Board under Chapter 19C (Secondary Listings of Qualifying Issuers).

We have a track record of good regulatory compliance of at least two full financial years on the NYSE as required by Rule 19C.04 of the Hong Kong Listing Rules for the purposes of our Listing.

We have applied to the Listing Committee for the listing of, and permission to deal in, our Shares in issue and Shares to be issued pursuant to the Global Offering (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option), the 2016 Plan, the Warrant 1 and the Warrant 2.

Our Shares are currently listed and traded on the NYSE. Other than the foregoing, no part of our Shares or loan capital is listed on or traded on any other stock exchange and no such listing or permission to list is being or proposed to be sought. All Offer Shares will be registered on the Hong Kong segment of our register of members by our Hong Kong Share Registrar in order to enable them to be traded on the Hong Kong Stock Exchange.

Under section 44B(1) of the Companies (WUMP) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, our Shares on the Hong Kong Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to us by or on behalf of the Hong Kong Stock Exchange.

OUR REGISTERS OF MEMBERS

The principal segment of our register of members will be maintained by our Principal Share Registrar, Computershare Trust Company, N.A. (“**Computershare US**”), in the United States, and the Hong Kong segment of our register of members will be maintained by our Hong Kong Share Registrar, Computershare Investor Services Limited (“**Computershare HK**”), in Hong Kong.

DEALINGS AND SETTLEMENT OF SHARES IN HONG KONG

Our Shares will trade on the Hong Kong Stock Exchange in board lots of 50 Shares. Dealings in our Shares on the Hong Kong Stock Exchange will be conducted in Hong Kong dollars.

The transaction costs of dealings in our Shares on the Hong Kong Stock Exchange include:

- Hong Kong Stock Exchange trading fee of 0.005% of the consideration of the transaction, charged to each of the buyer and seller;
- SFC transaction levy of 0.0027% of the consideration of the transaction, charged to each of the buyer and seller;
- trading tariff of HK\$0.50 on each and every purchase or sale transaction. The decision on whether or not to pass the trading tariff onto investors is at the discretion of brokers;
- transfer deed stamp duty of HK\$5.00 per transfer deed (if applicable), payable by the seller;

INFORMATION ABOUT THE LISTING

- ad valorem stamp duty at a total rate of 0.2% of the value of the transaction, with 0.1% payable by each of the buyer and the seller;
- stock settlement fee, which is currently 0.002% of the gross transaction value, subject to a minimum fee of HK\$2.00 and a maximum fee of HK\$100.00 per side per trade;
- brokerage commission, which is freely negotiable with the broker (other than brokerage commissions for the subscription or purchase of Shares in the Global Offering which are currently set at 1% of the subscription or purchase price and will be payable by the person subscribing for or purchasing the securities); and
- the Hong Kong share registrar will charge HK\$2.5 (or such higher fee as may from time to time be permitted under the Hong Kong Listing Rules), for each transfer of Shares from one registered owner to another, each share certificate canceled or issued by it and any applicable fee as stated in the share transfer forms used in Hong Kong.

Investors must settle their trades executed on the Hong Kong Stock Exchange through their brokers directly or through custodians. For an investor who has deposited his or her Shares in his or her stock account or in his or her designated CCASS participant's stock account maintained with CCASS, settlement will be effected in CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. For an investor who holds the physical certificates, settlement certificates and the duly executed transfer forms must be delivered to his broker or custodian before the settlement date.

REPOSITIONING FOR SHARES TRADING AND SETTLEMENT IN DIFFERENT MARKETS, BETWEEN HONG KONG AND THE UNITED STATES

In connection with our initial public offering of Shares in Hong Kong, we have arranged for a segment of our register of members to be maintained in Hong Kong, or the Hong Kong share register, which will be maintained by our Hong Kong Share Registrar, Computershare HK. The principal segment of our register of members in the United States will continue to be maintained by our Principal Share Registrar, Computershare US.

All Shares offered in the Global Offering will be initially registered on the Hong Kong share register in order to be listed and traded on the Hong Kong Stock Exchange. As described in further detail below, holders of Shares registered on the Hong Kong share register will be able to reposition these Shares to the principal segment of our register of members in the United States, and vice versa.

Our Shares Listed on the NYSE

Our Shares (other than those to be issued in connection with the Global Offering and to be registered on the Hong Kong share register) are traded on the NYSE. Dealings in our Shares on the New York Stock Exchange are conducted in U.S. dollars.

Repositioning Shares from Hong Kong to the Principal Segment of our Register of Members in the United States

An investor who holds Shares that are registered on the Hong Kong share register (including the Shares held through the services of CCASS) and who intends to reposition such Shares to the principal segment of our register of members in the United States, will be required to submit a register repositioning request to Computershare HK together with the share

INFORMATION ABOUT THE LISTING

certificate(s), relevant fees and any supporting documentation (such as the transfer form (if the Shares are deposited with, and are to be withdrawn from, CCASS), power of attorney or specimen signature, if applicable). If Shares are deposited with CCASS, the investor will first need to arrange for the withdrawal of the Shares from CCASS.

A copy of the register repositioning request can be obtained at the address of Computershare HK at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, can be requested by phone ((852) 2862 8500) or by Online Feedback, a web-based enquiry form (https://www.computershare.com/hk/en/online_feedback), or be accessed and downloaded from the website of Computershare HK at www.computershare.com/hk. The register repositioning request will consist of a templated document requiring the provision of the following information:

- the number of Shares to be repositioned;
- the name and address of the holder of Shares on the Hong Kong share register from which repositioning of Shares is to be processed;
- the account to which the Shares need to be moved to on the principal segment of our register of members (which may be to a book entry recorded directly on the principal segment of our register of members or to an account within DTC);
- a confirmation that the repositioning of Shares will not result in a change of beneficial ownership; and
- the contact details for the party submitting the request in Hong Kong and the party receiving the Shares in the United States in case a query with the instruction arises.

Upon receipt, Computershare HK will review the instruction, reposition the Shares from the Hong Kong share register and liaise with Computershare US for the onward distribution of Shares and recording on the principal segment of our register of members in the United States. The register repositioning process would usually be expected to be completed in three business days, once valid documents are provided to Computershare HK.

Additional support, including confirmation of register repositioning fees, will be available from Computershare HK and Computershare US from the Listing Date and will be set out in the register repositioning request form.

Repositioning Shares from the Principal Segment of our Register of Members in the United States to Hong Kong

An investor who holds Shares that are registered on the principal segment of our register of members in the United States (including the Shares held through the services of DTC) and who intends to reposition such Shares to the Hong Kong share register, will be required to submit a register repositioning request to Computershare US together with the share certificate(s) (if applicable), relevant fees and any supporting documentation (if applicable). Holders within DTC must also, via a delivery order, arrange for the delivery of the Shares to the DTC participant account of Computershare US.

A copy of the register repositioning request can be obtained at the address of Computershare US at 150 Royall Street, Canton, MA 02021, United States, or can be requested by phone ((001) 866 277 2086) or by email (!USALLGlobalTransactionTeam@computershare.com), or

INFORMATION ABOUT THE LISTING

be accessed and downloaded from the website of Computershare US at www.computershare.com/us/investor. The register repositioning request will consist of a templated document requiring the provision of the following information:

- the number of Shares to be repositioned;
- the name and address, or DTC participant details and account information, of the holder of Shares on the principal segment of our register of members from which repositioning of Shares is to be processed;
- the registered account to which the Shares need to be moved to on the Hong Kong share register;
- a confirmation that the repositioning of Shares will not result in a change of beneficial ownership; and
- the contact details for the party submitting the request in the United States and the party receiving the Shares in Hong Kong in case a query with the instruction arises.

Upon receipt, Computershare US will review the instruction, reposition the Shares from the principal segment of our register of members in the United States and liaise with Computershare HK for recording such Shares on the Hong Kong share register and issuing physical share certificate(s) to the investor. The register repositioning process would usually be expected to be completed in three business days, once valid documents are provided to Computershare US. Upon the receipt of the physical share certificate(s), the investor can then follow the normal share deposit procedures if he/she wishes deposit the Shares into CCASS.

Additional support, including the confirmation of register repositioning fees, will be available from Computershare HK and Computershare US from the Listing Date and will be set out in the register repositioning request form.

OUR CONSTITUTIONAL DOCUMENTS

We are incorporated in Delaware, the United States, and our affairs are governed by our Constitutional Documents and the DGCL as well as other applicable laws, regulations, policies and procedures.

The laws of Hong Kong differ in certain respects from the DGCL, and our Constitutional Documents are specific to us and include certain provisions that may be different from common practices in Hong Kong.

See “Waivers from Compliance with the Hong Kong Listing Rules and Exemptions from Strict Compliance with the Companies (WUMP) Ordinance” and “Appendix III — Summary of Our Constitutional Documents and the DGCL.”

COMPLIANCE ADVISOR

We have appointed Somerley Capital Limited as our compliance advisor, or the Compliance Advisor, upon listing of our Shares on the Hong Kong Stock Exchange in compliance with Rule 3A.19 of the Hong Kong Listing Rules. Pursuant to Rule 3A.23 of the Hong Kong Listing Rules, the Compliance Advisor will provide advice to us when consulted by us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;

INFORMATION ABOUT THE LISTING

- where a share issue transaction is contemplated;
- where we propose to use the proceeds of the initial public offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of the Shares.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full fiscal year commencing after the Listing Date.