

APPENDIX V

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was incorporated on September 17, 2025 under the laws of the Cayman Islands as an exempted company with limited liability. Our registered office is at Palm Grove Unit 4, 265 Smith Road, George Town, P.O. Box 52A Edgewater Way, #1653, Grand Cayman KY1-9006, Cayman Islands. We [were registered] with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●], 2026, and [have established] a place of business in Hong Kong at Room 1910, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Ms. Lam Mei Fun has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

As our Company is incorporated in the Cayman Islands, our operations are subject to the relevant laws and regulations of the Cayman Islands. A summary of our Memorandum and Articles of Association and relevant aspects of Cayman Islands law is set out in “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix IV to this document.

2. Changes in the Share Capital of Our Company

Save as disclosed in “History, Reorganization and Corporate Structure,” there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this document.

3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in note 1 to the Accountants’ Report in Appendix I to this document.

The following subsidiaries of our Company were established within two years immediately preceding the date of this document:

<u>Name of subsidiary</u>	<u>Place of incorporation</u>	<u>Date of incorporation</u>	<u>Registered capital/share capital</u>
Guangzhou Yunmo Furniture Co., Ltd. (廣州雲莫家居用品有限公司)	PRC	March 6, 2025	RMB500,000
Deqing Yunmo Furniture Co., Ltd. (德清雲莫家居用品有限公司)	PRC	June 11, 2025	RMB500,000

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<u>Name of subsidiary</u>	<u>Place of incorporation</u>	<u>Date of incorporation</u>	<u>Registered capital/share capital</u>
Zhejiang Yunfeng Moganshan Supply Chain Management Co., Ltd. (浙江雲峰莫干山供應鏈管理有限公司)	PRC	June 24, 2025	RMB50,000,000
Zhejiang Moganshan Smart Home Co., Ltd. (浙江莫干山智慧家居有限公司)	PRC	July 1, 2025	RMB100,000,000
MGS ECO-HOME (HONG KONG) LIMITED (雲峰莫干山生態家居(香港)有限公司)	Hong Kong	October 9, 2025	HK\$1
Huzhou Shenghua Yunfeng Smart Home Furnishings Co., Ltd. (湖州昇華雲峰智享家居有限公司)	PRC	November 18, 2025	RMB100,000

The following sets out the changes in the share capital of our subsidiaries within the two years immediately preceding the date of this document:

On August 26, 2025, the registered capital of Zhejiang Yunfeng Moganshan Flooring Co., Ltd. (浙江雲峰莫干山地板有限公司) increased from RMB100,000,000 to RMB116,426,866.

Save as disclosed above, there has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

4. Corporate Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED]. See “History, Reorganization and Corporate Structure — Reorganization” in this document.

5. Resolutions of Our Shareholders

On [●], resolutions of our Shareholders were passed that, among other things, conditions upon the satisfaction (or if applicable, waiver) of the conditions set out in “[REDACTED]” and pursuant to the terms set out therein:

- (a) [the Memorandum and the Articles was approved and adopted with effect from the [REDACTED];

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- (b) the [REDACTED] (including the [REDACTED], [REDACTED] and [REDACTED]) and the [REDACTED] were approved and our Directors were authorized to allot and issue the [REDACTED] pursuant to the [REDACTED];
- (c) subject to the "lock-up" provisions under Rule 10.08 of the Listing Rules, a general unconditional mandate would be granted to the Directors to approve, confirm and ratify that the Company allot, issue and deal with the Shares (including the resale or transfer of treasury shares by our Company) or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below), provided that the aggregate number of Shares allotted or agreed to be allotted by the Directors other than pursuant to a (i) rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares; and (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:
 - (A) 20% of the total number of Shares in issue (excluding treasury shares) immediately following the completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]); and
 - (B) the aggregate number of Shares to be repurchased by the Company (if any) under the general mandate to repurchase Shares referred to in paragraph below.

Such mandate to remain in effect during the period from the passing of the resolution until the earliest of (i) the conclusion of the next annual general meeting of the Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws to be held, and (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting (the "Relevant Period"); and

- (d) a general unconditional mandate would be granted to the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose) not exceeding in aggregate 10% of the total number of Shares in issue (excluding treasury shares) immediately following the completion of the [REDACTED] but excluding (where applicable) any Shares which may be issued pursuant to the exercise of the [REDACTED] of the Company in accordance with all applicable laws and the requirements of the Listing Rules, such mandate to remain in effect during the period from the passing of the resolution until the earliest of (i) the conclusion of

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the next annual general meeting of the Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws to be held, and (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.]

6. Repurchases of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities. Our Directors confirm that neither the explanatory statement of the Repurchase Mandate nor the proposed share repurchase has any unusual features.

(a) *Provision of the Listing Rules*

The Listing Rules permit companies with a primary [REDACTED] on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) *Shareholders’ Approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary [REDACTED] on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction, or pursuant to the company’s articles of association.

Pursuant to a resolution passed by our Shareholders on [●], [a repurchase mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, with a total nominal value up to 10% of the aggregate nominal value of our Shares in issue (excluding treasury shares) immediately following the completion of the [REDACTED] (excluding any Shares which may be issued under the [REDACTED]), with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions), (ii) the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles of Association or any other applicable laws to be held, and (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting (the “**Repurchase Mandate**”).]

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(ii) Source of Funds

Purchases must be funded out of funds legally available for the purpose in accordance with the memorandum of association and articles of association and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not [REDACTED] its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any purchases by a company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the articles of association and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the articles of association and subject to the Cayman Companies Act.

(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue (excluding treasury shares). A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

Pursuant to the Listing Rules, the shares repurchased by an issuer shall be held as treasury shares or canceled. The [REDACTED] of all shares which are held as treasury shares shall be retained. The issuer shall ensure that treasury shares are appropriately identified and segregated. The [REDACTED] of all repurchased securities (whether on the Stock Exchange or otherwise) but not held as treasury shares is automatically canceled upon repurchase and our Company must apply for [REDACTED] of any further Shares in the normal way. The relative certificates must be canceled and destroyed as

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soon as reasonably practicable following settlement of any such repurchase. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital of our Company under the Cayman Companies Act.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core Connected Persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his/her/its securities to the company.

(b) Reasons for Repurchases

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have a general authority from our Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and

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funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and Shareholders.

(c) Funding of Repurchases

Repurchase of our Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not repurchase our Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, our Directors may make repurchases with profits of our Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of our Company or from sums standing to the credit of the share premium account of our Company or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital.

However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for our Company.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue (excluding treasury shares if any) immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to the earliest of:

- the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to us or our subsidiaries.

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Our Directors [have undertaken] with the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules, the Articles of Association, the Cayman Companies Act or any other applicable laws of the Cayman Islands.

Subject to the applicable requirements under the Listing Rules, our Company may cancel the repurchased Shares following settlement of any such repurchase or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

Should our Company decide to hold repurchased Shares as treasury shares, we will, upon completion of the Share repurchase, withdraw the repurchased Shares from [REDACTED] and register the treasury shares in our Company's name. We may re-deposit its treasury shares into [REDACTED] only if it has an imminent plan to resell these treasury shares on the Stock Exchange and will complete such resale as soon as possible. We will have appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) our Company should procure its broker not to give any instructions to [REDACTED] to vote at general meetings for the treasury shares deposited with [REDACTED]; and (ii) in the case of dividends or distributions, our Company should withdraw the treasury shares from [REDACTED], and either re-register them in our Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at our Company's general meetings.

If, as a result of a repurchase of our Shares pursuant to the repurchase mandate, a Shareholder's proportionate interest in our voting rights is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of us and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the repurchase mandate.

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% of our Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No core connected person, as defined in the Listing Rules, has notified us that he/she/it has a present intention to sell their Shares to us, or has undertaken not to do so, if the repurchase mandate is exercised.

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B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts








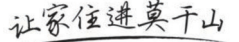

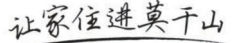
The following contracts (not being contracts entered into in the ordinary course of the business carried on or intended to be carried on by our Company) were entered into by any member of our Group within the two years preceding the date of this document and are or may be material:

- (a) [●];
- (b) the [REDACTED].

2. Our Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we considered to be material in relation to our business:

No.	Trademark	Class	Registrant	Place of registration	Registration number	Expiry date
1. . .		17	Shenghua Yunfeng	PRC	79944288	September 6, 2035
2. . .		19	Shenghua Yunfeng	PRC	79700025	January 27, 2035
3. . .		19	Shenghua Yunfeng	PRC	75859940	June 13, 2034
4. . .		20	Shenghua Yunfeng	PRC	75867034	June 13, 2034
5. . .		20	Shenghua Yunfeng	PRC	73706537	May 6, 2034
6. . .		20	Shenghua Yunfeng	PRC	73690679	February 20, 2034
7. . .	 	20	Shenghua Yunfeng	PRC	66892635	April 13, 2033
8. . .	 	19	Shenghua Yunfeng	PRC	66905081	March 6, 2034

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No.	Trademark	Class	Registrant	Place of registration	Registration number	Expiry date
9. . .		20	Shenghua Yunfeng	PRC	65993557	January 27, 2033
10. . .		6	Shenghua Yunfeng	PRC	65975384	January 27, 2033
11. . .		20	Shenghua Yunfeng	PRC	65975629	January 27, 2033
12. . .		6	Shenghua Yunfeng	PRC	65978412	January 27, 2033
13. . .		19	Shenghua Yunfeng	PRC	66006817	January 27, 2033
14. . .	 莫干山 全屋定制	20	Shenghua Yunfeng	PRC	53186846	May 20, 2032
15. . .	 莫干山 全屋定制	6	Shenghua Yunfeng	PRC	53172821	June 13, 2032
16. . .	 莫干山 全屋定制	19	Shenghua Yunfeng	PRC	53186814	October 20, 2033
17. . .	 莫干山 MOGANSHAN	17	Shenghua Yunfeng	PRC	50742090	February 20, 2033
18. . .	 莫干山 MOGANSHAN	6	Shenghua Yunfeng	PRC	50749290	September 6, 2032
19. . .	 莫干山 MOGANSHAN	19	Shenghua Yunfeng	PRC	50741685	March 6, 2034
20. . .	 莫干山 MOGANSHAN	20	Shenghua Yunfeng	PRC	50762926	March 13, 2032
21. . .	 森泉	19	Shenghua Yunfeng	PRC	40075402	July 13, 2030

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No.	Trademark	Class	Registrant	Place of registration	Registration number	Expiry date
22.		19	Shenghua Yunfeng	PRC	18870830	February 13, 2027
23.		19	Shenghua Yunfeng	PRC	1989387	March 20, 2033
24.		19	Shenghua Yunfeng	PRC	1989388	March 20, 2033
25.		19	Shenghua Yunfeng	PRC	1504722	January 13, 2031
26.		35	Moganshan Marketing	PRC	59556294	June 13, 2033
27.		35	Moganshan Marketing	PRC	66898858	December 27, 2033
28.		35	Moganshan Marketing	PRC	75849200	June 13, 2034
29.		6, 19, 20	Shenghua Yunfeng	United States	7362012	May 19, 2032
30.		6, 19, 20	Shenghua Yunfeng	Germany	1673094	May 19, 2032
31.		6, 19, 20	Shenghua Yunfeng	Italy	1673094	May 19, 2032
32.		6, 19, 20	Shenghua Yunfeng	Australia	1673094	May 19, 2032
33.		6, 19, 20	Shenghua Yunfeng	Sweden	1673094	May 19, 2032
34.		6, 19, 20	Shenghua Yunfeng	Japan	1673094	May 19, 2032
35.		6, 19, 20	Shenghua Yunfeng	Korea	1673094	May 19, 2032

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As of the Latest Practicable Date, we had the following trademarks in application which we considered to be material in relation to our business:

No.	Trademark	Class	Registrant	Place of Registration	Application Number	Application Date
1. . .		19, 20	Shenghua Yunfeng	HK	307065568	October 21, 2025
2. . .	  	19, 20	Shenghua Yunfeng	HK	307065577	October 21, 2025

(b) Patents

As of the Latest Practicable Date, we had registered the following patents which we considered to be material to our business:

No.	Patent	Patent Type	Patentee	Place of Registration	Patent Number	Application Date	Patent Term
1. . .	Decolorizing Agents for Bamboo or Wood and Methods for Decolorizing Bamboo or Wood (用於竹材或木材脫色的脫色劑及竹材或木材脫色方法)	Invention	Shenghua Yunfeng	PRC	200910153433X	October 12, 2009	20 years
2. . .	Preparation Method of Modified Starch Adhesive for Wood (一種木材用改性澱粉膠粘劑的製備方法)	Invention	Shenghua Yunfeng	PRC	2010101710828	May 12, 2010	20 years
3. . .	Manufacturing Method of Flame-Retardant Blockboard (一種阻燃細木工板的製造方法)	Invention	Shenghua Yunfeng	PRC	2012100055594	January 9, 2012	20 years
4. . .	Eco-friendly Formaldehyde-free Blockboard (一種生態無醛細木工板)	Invention	Shenghua Yunfeng	PRC	2012105783668	December 26, 2012	20 years
5. . .	Eco-friendly Formaldehyde-free Decorative Plywood (一種生態無醛裝飾膠合板)	Invention	Shenghua Yunfeng	PRC	2013102409117	June 15, 2013	20 years
6. . .	Manufacturing Method of High-grade Chinese Fir Melamine Eco Board (一種高檔杉木三聚氰胺生態板的生產工藝)	Invention	Shenghua Yunfeng	PRC	2015108368355	November 26, 2015	20 years

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No.	Patent	Patent Type	Patentee	Place of Registration	Patent Number	Application Date	Patent Term
7. . .	High-strength Low-formaldehyde Adhesive and Its Preparation Method (一種高強度低醛膠及其製備方法)	Invention	Shenghua Yunfeng	PRC	2019111661994	November 25, 2019	20 years
8. . .	Modified Soybean Formaldehyde-free Flame-retardant Adhesive and Its Preparation Method (一種改性大豆無醛阻燃膠及其製備方法)	Invention	Shenghua Yunfeng	PRC	2020101620562	March 10, 2020	20 years
9. . .	Crack-resistant Engineered Wood Veneer Layer, Its Preparation Method and Modified Water-based Polyurethane Adhesive (防開裂科技木皮層及其製備方法與改性水性聚氨酯膠黏劑)	Invention	Shenghua Yunfeng	PRC	2020107106638	July 22, 2020	20 years
10. .	Crack-resistant Eco Board and Its Preparation Method (一種防開裂生態板及其製備方法)	Invention	Shenghua Yunfeng	PRC	2020107126398	July 22, 2020	20 years
11. .	Automatic Raw-material Picking Method and System for Panel Furniture Warehousing (板式家具自動化原料倉領料方法及系統)	Invention	Shenghua Yunfeng	PRC	2020109264316	September 7, 2020	20 years
12. .	Digital Wood-grain 3D Inkjet-printed Decorative Board and Its Production Process (一種數字化木紋3D數碼噴印裝飾板及其生產工藝)	Invention	Shenghua Yunfeng	PRC	2020113538592	November 26, 2020	20 years
13. .	Digital Wood-grain 3D Inkjet-printed Engineered Solid-wood Flooring and Its Manufacturing Method (一種數字化木紋3D數碼噴印實木類地板及其製造方法)	Invention	Shenghua Yunfeng	PRC	2020114902853	December 16, 2020	20 years
14. .	Iron-based Metal-Organic Framework/Porous Carbonized Wood Integrated Photocatalyst and Its Application (鐵基金屬有機框架/多孔碳化木整體式光催化劑及其應用)	Invention	Shenghua Yunfeng and Zhejiang University of Technology (浙江工業大學)	PRC	2021109259399	August 12, 2021	20 years
15. .	Thermally Modified Anti-deformation Home Door Panel and Its Production Process (一種熱改性抗變形家居門板及其生產工藝)	Invention	Shenghua Yunfeng	PRC	2021111536258	September 29, 2021	20 years

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No.	Patent	Patent Type	Patentee	Place of Registration	Patent Number	Application Date	Patent Term
16.	High-strength Formaldehyde-free Eco Board and Its Production Process (一種高強度無添加醛生態板及生產工藝)	Invention	Shenghua Yunfeng	PRC	2021112094033	October 18, 2021	20 years
17.	Formaldehyde-free Adhesive and Its Preparation Method and Application (一種無醛膠黏劑及其製備方法和應用)	Invention	Shenghua Yunfeng	PRC	2021115360029	December 15, 2021	20 years
18.	Inorganic Flame Retardant, Mildew-proof and Flame-retardant Formaldehyde-free Adhesive, Its Preparation Method and Application, and Method for Preparing Mildew-proof and Flame-retardant Formaldehyde-free Plywood (一種無機阻燃劑、防霉阻燃無醛膠及其製備方法和應用、防霉阻燃無醛膠合板的製備方法)	Invention	Shenghua Yunfeng	PRC	2021115544959	December 17, 2021	20 years
19.	Anti-deformation Cabinet Door Panel Based on Eco Board (一種基於生態板的抗變形櫃門板)	Utility Model	Shenghua Yunfeng	PRC	202220374046X	February 23, 2022	10 years
20.	Drilling Process Optimization and Efficiency Improvement Method for Panel Furniture (一種板式家具鑽孔工序優化提效方法)	Invention	Shenghua Yunfeng	PRC	2022101978209	March 2, 2022	20 years
21.	Preparation Method of High-color-fastness Reconstituted Decorative Veneer (一種高色牢度重組裝飾單板的製備方法)	Invention	Shenghua Yunfeng and Research Institute of Wood Industry, Chinese Academy of Forestry (中國林業科學研究院木材工業研究所)	PRC	2022104989718	May 9, 2022	20 years
22.	A Compound Natural Plant Extract-based Synergistic Antibacterial and Antiviral Multi-shelled Microcapsule, Its Preparation Method, and Its Applications (一種複方天然植物提取物協同抗菌抗病毒多殼微膠囊及其製備方法和應用)	Invention	Shenghua Yunfeng and Research Institute of Wood Industry, Chinese Academy of Forestry (中國林業科學研究院木材工業研究所)	PRC	2022107027283	June 21, 2022	20 years

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No.	Patent	Patent Type	Patentee	Place of Registration	Patent Number	Application Date	Patent Term
23.	A Modified Layered Silicate-based Formaldehyde-free Flame-retardant Adhesive and Its Applications (一種改性層狀硅酸鹽基無醛阻燃膠黏劑及其應用)	Invention	Shenghua Yunfeng	PRC	2022107943665	July 7, 2022	20 years
24.	A Non-discoloring, Highly Weather-resistant Reconstituted Decorative Veneer and Its Preparation Method (一種不變色高耐候性重組裝飾單板及其製備方法)	Invention	Shenghua Yunfeng	PRC	2022112750268	October 18, 2022	20 years
25.	A Long-lasting Fragrance-releasing Adhesive Film Paper for Laminating Artificial Wood Panels, with Sleep-enhancing Properties (一種用於人造板貼面具有助睡眠功效的持久釋香膠膜紙)	Invention	Shenghua Yunfeng and Research Institute of Wood Industry, Chinese Academy of Forestry (中國林業科學研究院木材工業研究所)	PRC	2022115479920	December 5, 2022	20 years
26.	A Type of Fragrance Microcapsule, Its Preparation Method, and Antibacterial, Fragrance-releasing UV Paint and Decorative Artificial Boards (一種香味微膠囊及其製備方法以及抗菌釋香UV漆、飾面人造板)	Invention	Shenghua Yunfeng and Research Institute of Wood Industry, Chinese Academy of Forestry (中國林業科學研究院木材工業研究所)	PRC	2023114797583	November 8, 2023	20 years
27.	A Wood Adhesive and A Method for Preparing Wood with Flame-retardant, Hydrophobic, and Self-adhesive Properties (一種木材膠黏劑以及具有阻燃、疏水及自膠合性能的木材的製備方法)	Invention	Shenghua Yunfeng and Nanjing Forestry University (南京林業大學)	PRC	2024115334808	October 31, 2024	20 years
28.	A Manufacturing Process for Engineered Wood Flooring (一種實木複合地板的生產工藝)	Invention	Shenghua Yunfeng	PRC	2009101000506	June 25, 2009	20 years
29.	A Connecting Mechanism and A Method for Manufacturing Solid Wood Flooring Panels Used in Underfloor Heating Systems (一種地暖用實木地板塊連接機構及其加工方法)	Invention	Shenghua Yunfeng	PRC	2018109640849	August 23, 2018	20 years

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No.	Patent	Patent Type	Patentee	Place of Registration	Patent Number	Application Date	Patent Term
30.	A Formaldehyde-free Soybean-based Adhesive, PP Film-laminated Composite Flooring and Its Preparation Method (一種大豆無醛膠、PP膜貼面複合地板及其製備方法)	Invention	Shenghua Yunfeng	PRC	2019102765960	April 8, 2019	20 years
31.	A Formaldehyde-free Flame-retardant Engineered Wood Flooring and Its Preparation Method (一種無醛阻燃型實木複合地板及其製備方法)	Invention	Shenghua Yunfeng	PRC	2020101626624	March 10, 2020	20 years
32.	A High-performance Water-based Paint for Flooring and Its Manufacturing Process (一種高性能水性漆地板及其製造工藝)	Invention	Shenghua Yunfeng	PRC	2020107175360	July 23, 2020	20 years
33.	A Classification Method for Panel Components of Customized Panel Furniture Based on MES and CR Systems (基於MES和CR板式定制家具板件分類方法)	Invention	Moganshan Furniture	PRC	201911250885X	December 9, 2019	20 years
34.	A Modular Wall Panel Connection Structure and Installation Method (一種模塊化長城板連接結構以及安裝方法)	Invention	Moganshan Furniture	PRC	2020110729282	October 9, 2020	20 years
35.	Modular Wall Panel Connection Structure and Installation Method for Application on Straight Walls (應用於直面牆的模塊化長城板連接結構及其安裝方法)	Invention	Moganshan Furniture	PRC	2021110143938	October 9, 2020	20 years
36.	A Method to Improve the Utilization of Wardrobe Space (一種提高衣櫃空間利用率的方法)	Invention	Shandong Yunfeng	PRC	2014103291579	July 10, 2014	20 years
37.	Pull-out Storage Cabinet (抽拉收納櫃)	Invention	Shandong Yunfeng	PRC	2014103591431	July 25, 2014	20 years
38.	A Manufacturing Process for Formaldehyde-free, High-end Reconstituted Decorative Veneers/Panels (一種無醛輕奢重組裝飾單板/材的製造工藝)	Invention	Moganshan Decoration	PRC	2020108374944	August 19, 2020	20 years

APPENDIX V STATUTORY AND GENERAL INFORMATION

No.	Patent	Patent Type	Patentee	Place of Registration	Patent Number	Application Date	Patent Term
39.	A High-colorfastness, Formaldehyde-free Reconstituted Decorative Veneer/Panel and Its Manufacturing Method (一種高色牢度無醛重組裝飾單板/材及其製造方法)	Invention	Moganshan Decoration	PRC	2020110431004	September 28, 2020	20 years
40.	A Method for Manufacturing the Lower Mold of A Mold Used for Reconstituted Decorative Materials or Reconstituted Decorative Veneers (一種重組裝飾材或重組裝飾單板用模具下模的製作方法)	Invention	Moganshan Decoration	PRC	2021112402392	October 25, 2021	20 years
41.	Fully Automatic Veneer Splicing System and Splicing Method for Rotary-cut Raw Wood Veneers (旋切原材薄木的全自動接板系統及其接板方法)	Invention	Moganshan Decoration	PRC	2022116324490	December 19, 2022	20 years

(c) Domain Names

As of the Latest Practicable Date, we had registered the following domain names which we considered to be material to our business:

No.	Domain Name	Registrant	Expiry Date
1. . . .	mgshousehold.com	Shenghua Yunfeng	August 7, 2030
2. . . .	mgsyg.cn	Moganshan Furniture	July 23, 2030
3. . . .	senquanwooden.com	Shenghua Yunfeng	July 24, 2030
4. . . .	yf-mgs.com	Shenghua Yunfeng	August 25, 2030
5. . . .	mgsjj.cn	Moganshan Furniture	July 23, 2030
6. . . .	mgsveneer.com	Shenghua Yunfeng	February 14, 2027
7. . . .	mgshouse.cn	Shenghua Yunfeng	August 7, 2030
8. . . .	moganshanjiaju.com	Moganshan Furniture	July 23, 2030
9. . . .	mgsyg.com	Moganshan Furniture	July 23, 2030
10. . .	mgs-bc.com	Shenghua Yunfeng	April 10, 2026
11. . .	ougen.cn	Moganshan Furniture	October 9, 2033
12. . .	mgsjj.com.cn	Shenghua Yunfeng	July 23, 2030
13. . .	moganshanyigui.com	Moganshan Furniture	July 23, 2030
14. . .	moganshanyigui.cn	Moganshan Furniture	July 23, 2030
15. . .	mgsflooring.com	Moganshan Flooring	August 9, 2030
16. . .	moganshanjiaju.cn	Moganshan Furniture	July 23, 2030
17. . .	yunfeng.com	Shenghua Yunfeng	May 9, 2030

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(d) Copyrights

As of the Latest Practicable Date, we had registered the following copyrights which we considered to be material to our business:

A. Software Copyrights

<u>No.</u>	<u>Software Name</u>	<u>Registrant</u>	<u>Registration No.</u>	<u>Registration Date</u>
1. . .	Data acquisition and management software for customized home furnishing manufacturing workshops (定制家居生產車間設備數據採集管理軟件) ⁽¹⁾	Shenghua Yunfeng	2020SR0827568	July 24, 2020
2. . .	Intelligent sorting and management software for custom wardrobe manufacturers (定制衣櫃企業智能分揀管理軟件) ⁽²⁾	Shenghua Yunfeng	2020SR0827451	July 24, 2020
3. . .	Moganshan Smart Home Sorting System (莫干山家居智能分揀系統)	Shandong Yunfeng	2025SR0007300	January 3, 2025
4. . .	Moganshan Home Furnishings Single-Order Production System (莫干山家居揉單排產系統)	Shandong Yunfeng	2024SR1487377	October 10, 2024
5. . .	Moganshan Smart Home Packaging System (莫干山家居智能化包裝系統)	Shandong Yunfeng	2024SR1480319	October 9, 2024

Notes:

- (1) The software copyright is jointly owned by Shenghua Yunfeng, Guangzhou Kujiang Information Technology Co., Ltd. (廣州市酷匠信息科技有限公司) and Nanjing Forestry University (南京林業大學).
- (2) The software copyright is jointly owned by Shenghua Yunfeng, Guangzhou Kujiang Information Technology Co., Ltd. (廣州市酷匠信息科技有限公司) and Nanjing Forestry University (南京林業大學).

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B. Copyrights

No.	Title of Work	Copyrightier	Registration Number	Registration Date
1. . .	Moganshan Boards (莫干山板材)	Shenghua Yunfeng	Guo Zuo Deng Zi-2015-F- 00207164	July 14, 2015
2. . .	Moganshan Flooring (莫干山地板)	Shenghua Yunfeng	Guo Zuo Deng Zi-2015-F- 00207163	July 14, 2015
3. . .	Moganshan Wardrobe (莫干山衣櫃)	Shenghua Yunfeng	Guo Zuo Deng Zi-2015-F- 00207165	July 14, 2015
4. . .	Moganshan Boards Shanwa (莫干山板 材山娃)	Moganshan Marketing	Zhe Zuo Deng Zi-2022-F- 00041065	November 2, 2022
5. . .	Shanwa (山娃)	Moganshan Marketing	Guo Zuo Deng Zi-2018-F- 00656963	November 1, 2018

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Interests of our Directors and chief executive

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interests or short positions of our Directors and chief executive in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED], are set out below:

Interest in our Company

Name of Shareholder	Nature of interest ⁽¹⁾	Number of Shares or underlying Shares held	Shareholding upon completion of the [REDACTED] ⁽²⁾
Mr. Chen Jian (陳劍)	Interest in controlled corporation ⁽³⁾	8,658,450	[REDACTED]%

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised).
- (3) As of the Latest Practicable Date, Xinfeng Onyx Limited was owned by seven individuals. Pursuant to a voting rights entrustment agreement dated October 30, 2025, the other six individual shareholders of Xinfeng Onyx Limited irrevocably entrusted the exercise of all voting power associated with/attached to all such equity interest as held by them in Xinfeng Onyx Limited to Mr. Chen Jian, while the other shareholders retain economic and disposal rights to their respective shares therein. By virtue of the voting rights entrustment agreement, Mr. Chen Jian controls the exercise of the entire 100% voting right at Xinfeng Onyx Limited. Therefore, by virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by Xinfeng Onyx Limited.

Save as disclosed above, so far as our Directors are aware, immediately following the completion of the [REDACTED], no Directors or the chief executive will, directly or indirectly, be interested in the shares or underlying shares of the associated corporations of our Company.

(b) Interests of our substantial Shareholders

Save as disclosed in “Substantial Shareholders” in this document, our Directors and chief executive are not aware of any person (other than a Director or chief executive of our Company) who will have an interest or a short position in the shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group any other member of our Group.

2. Directors’ Service Contracts and Letters of Appointment

Each of our executive Directors [has entered] into a service contract with our Company. The terms of appointment under the service contracts are for an initial term of three years from the [REDACTED], subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

We [have issued] letters of appointment to each of our non-executive Director and independent non-executive Directors. The terms of appointment under the letters of appointment are for an initial term of three years from the appointment dates of the relevant non-executive Director and independent non-executive Directors, subject to termination in accordance with their respective terms. The letters of appointment may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

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Save as disclosed above, none of our Directors have entered, or have proposed to enter, a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

3. Directors’ Remuneration

Save as disclosed in “Directors and Senior Management” of this document and the Accountants’ Report as set out in Appendix I to this document, for the two financial years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, none of our Directors received other remunerations or benefits in kind from us.

Under the arrangements in force at the date of this document, we estimate the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by our Group in respect of the year ending December 31, 2026 to be approximately RMB4.3 million.

D. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty would be likely to fall upon any member of our Group.

2. Litigation

As of the Latest Practicable Date, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor has made an [REDACTED] on our behalf to the [REDACTED] for the [REDACTED] of, and permission to [REDACTED], the Shares in issue and to be issued pursuant to the [REDACTED] (including any additional Shares which may be issued pursuant to the exercise of the [REDACTED]).

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of US\$550,000 for acting as a sponsor for the [REDACTED].

4. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since [September 30, 2025] (being the date to which the latest audited consolidated financial statements of our Group were prepared).

APPENDIX V STATUTORY AND GENERAL INFORMATION

5. Qualification and Consent of Experts

This document contains statements made by the following experts:

<u>Name</u>	<u>Qualification</u>
CITIC Securities (Hong Kong) Limited	A corporation licensed to carry on Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Grandall Law Firm (Hangzhou)	Qualified PRC lawyers
Maples and Calder (Hong Kong) LLP	Legal advisor as to Cayman Islands law
KPMG	Certified public accountants and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
China Insights Industry Consultancy Limited	Industry consultant
Colliers Appraisal and Advisory Services (Shanghai) Co., Ltd.	Property valuer

As of the Latest Practicable Date, none of the experts named above had any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

The experts named above have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case maybe) and references to their names included in the form and context in which they are respectively included.

6. Promoter

Our Company has no promoter for the purpose of the Listing Rules. Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

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7. Preliminary Expenses

We have not incurred any material preliminary expenses.

8. Binding Effect

This document shall have the effect, where an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

9. Bilingual document

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.

10. Miscellaneous

- (a) Within the two years immediately preceding the date of this document:
- (i) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in “— D. Other Information — 5. Qualification and Consent of Experts” in this section have received any such payment or benefit;
 - (ii) no capital of any member of our Group has been issued or is proposed to be issued for cash or issued as fully or partly paid up otherwise than in cash;
 - (iii) none of our Directors or the experts named in “— D. Other Information — 5. Qualification and Consent of Experts” in this section have any interest, direct or indirect, in the promotion of, or in any assets which have been, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group; and
 - (iv) no commissions (but not including commissions to sub-[REDACTED]) have been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any Shares or debentures of our Company.

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- (b) (i) there is no arrangement under which future dividends are waived or agreed to be waived;
- (ii) our Company has no outstanding convertible debt securities or debentures;
- (iii) there are no founder, management or deferred shares in our Company or any of our subsidiaries;
- (iv) no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option;
- (v) there has not been any interruption in the business of our Group which may have or have had a significant effect on our financial position in the 12 months immediately preceding the date of this document; and
- (vi) none of our Directors are materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group.