OUR HISTORY

Overview

We are an integrated supply chain solutions provider based in the PRC, specialized in the provision of cross-border supply chain solutions for electronics, including in particular integrated circuits of various complexities and types. These electronics are fundamental and consistently in high demand as they are essential for the manufacturing of a wide array of modern-day technology components and devices, including smartphones, computers, new energy vehicles and other advanced technological products. Our customers span over 40 industry verticals, including in particular industries under IoT communication, semiconductors, smart and robotic solutions and new energy segments.

We have over 20 years of supply chain experience. Our operations began in 2001, when Mr. Fung led the establishment of Shenzhen HFY Supply Chain to carry out supply chain business. At an early stage, we recognized the opportunities arising from the vast demand for electronics driven by the rapid growth of manufacturing operations in the PRC and increasing pace of iterations of modern day devices and technology and ultimately evolving consumer behaviour. During the Track Record Period, we had specialized in the international import of electronics into Chinese Mainland through Hong Kong as our transshipment centre. To diversify our business operations, we are also developing our export solutions and international logistics capability to support our customers' strategy of "going-out" and facilitate the flow of their products to major global destinations.

Development milestones

The table below sets forth our major development milestones.

Year	Milestone
2001	Our headquarters in the PRC, Shenzhen HFY Supply Chain was established
2006	We established Hope Sea Import & Export, our transshipment centre in Hong Kong
2008	We were designated a Top 100 Private Enterprise in Guangdong Province (廣東省百強民營企業稱號) by the People's Government of Guangdong Province (廣東省人民政府)
	We were rated as an AA-class (the highest level) enterprise by the General Administration of Customs of the PRC (海關總署AA類企業評級(最高)級別) by the Shenzhen Customs of the PRC (中華人民共和國深圳海關)

Year	Milestone
2009	Shenzhen HFY Supply Chain adopted the current name of "深圳市華富洋供應鏈有限公司" to signify our expanded service offerings of supply chain solutions
2011	We were honoured with Industry Contribution Award (行業貢獻獎) by The Organizing Committee of China (Shenzhen) International Logistics and Transportation Fair (中國(深圳)國際物流與交通運輸博覽會組委會)
2013	We were honoured with Outstanding Service Award (優質服務獎) by The Organizing Committee of China (Shenzhen) International Logistics and Transportation Fair (中國(深圳)國際物流與交通運輸博覽會組委會)
2014	We were among the first batch of companies to have received the AEO Advanced Certification from the Shenzhen customs (海關AEO高級認證企業), and have consistently maintained such certification ever since
2015	We were designated a Top Ten Enterprise in Shenzhen for Total Import and Export Volume in Supply Chain of Year 2014 (2014年度深圳市進出口商會供應鏈進出口總額前十名企業) by the Shenzhen Chamber of Commerce for Import and Export (深圳市進出口商會) in 2015
2017	We were designated a Technology-Advanced Service Enterprise (技術先進型服務企業) by the Science, Technology and Innovation Commission of Shenzhen Municipality (深圳市科技創新委員會), the Finance Commission of Shenzhen Municipality (深圳市財政委員會), the Economy, Trade and Information Commission of Shenzhen Municipality (深圳市經濟貿易和信息化委員會), the National Taxation Bureau of Shenzhen Municipality (深圳市國家稅務局), the Local Taxation Bureau of Shenzhen Municipality (深圳市地方稅務局), and the Development and Reform Commission of Shenzhen Municipality (深圳市發展和改革委員會)
2017	We were designated a Key Logistics Enterprise in Shenzhen (深圳市重點物流企業) by the Transport Commission of Shenzhen Municipality (深圳市交通運輸委員會)
2019	We were designated a Top 500 Private Enterprise in China (中國民營企業500強) by the All-China Federation of Industry and Commerce (中華全國工商業聯合會)

Year	Milestone
2023	We were designated a Trade-Oriented Headquarters Enterprise in Shenzhen (深圳市貿易型總部企業) by the Commerce Bureau of Shenzhen Municipality (深圳市商務局)
	We established a subsidiary in Singapore with a view to servicing the diversifying needs of our customers in other Asian countries
	We expanded our service offerings to facilitate our customers' international logistics completely offshore

OUR PRINCIPAL OPERATING SUBSIDIARIES

Our principal operating subsidiaries (all of which are engaged in our principal business of providing supply chain solutions), which had a material contribution to our asset, revenue, profit and/or business operations during the Track Record Period, are summarised below:

Name of principal operating subsidiary	Place of incorporation/ establishment	Principal functions	Date of incorporation/ establishment
Shenzhen HFY Supply Chain	The PRC	Our headquarters and customer facing entity primarily serving the key account customers or large-scale businesses	6 July 2001
Shenzhen HFY Smart Supply Chain	The PRC	Our customer facing entity primarily serving the business needs of our SME customers	27 February 2014
Hope Sea Import & Export	Hong Kong	Our transshipment centre in Hong Kong	6 July 2006

We have developed our business operations organically and have not undertaken any major acquisitions, disposals or mergers since our establishment.

Major changes in shareholding

Shenzhen HFY Supply Chain

Shenzhen HFY Supply Chain was established on 6 July 2001 under the laws of the PRC with an initial registered capital of RMB500,000. The major changes in the registered capital of Shenzhen HFY Supply Chain leading up to commencement of the Reorganisation is summarised in the table below:

Date	Description of change in registered capital	Holders of registered capital in Shenzhen HFY Supply Chain after each change
6 July 2001	Initial establishment	RMB500,000 held as to: (i) 50% by Mr. Fung; and (ii) 50% by Shenzhen PengFuYang Electronics Co., Ltd. ("**PengFuYang Electronics**", 深圳市鵬富洋電子有限公司), which was held as to 90% by Mr. Feng Suhong (馮蘇宏), a brother of Mr. Fung and 10% by Mr. Zhang Lixin (張立新), an Independent Third Party
7 December 2001	Increase in registered capital of RMB2,500,000, subscribed by: (i) Mr. Fung as to RMB2,400,000 at face value; and (ii) Mr. Lin Yaoyong (林耀勇), an Independent Third Party, as to RMB100,000 at face value	RMB3,000,000 held as to: (i) 88.33% by Mr. Fung; (ii) 8.33% by PengFuYang Electronics; and (iii) 3.33% by Mr. Lin Yaoyong, an Independent Third Party
25 June 2007 . . .	Each of PengFuYang Electronics and Mr. Lin Yaoyong transferred all its/his interest to Mr. Feng Sujin (馮蘇進), a brother of Mr. Fung, at a consideration of RMB250,000 and RMB100,000, respectively, which was determined with reference to the corresponding amount of registered capital	RMB3,000,000 held as to: (i) 88.33% by Mr. Fung; and (ii) 11.67% by Mr. Feng Sujin

Date	Description of change in registered capital	Holders of registered capital in Shenzhen HFY Supply Chain after each change
21 August 2008 .	Increase in registered capital of RMB7,000,000, subscribed by Mr. Fung at face value	RMB10,000,000 held as to: (i) 96.5% by Mr. Fung; and (ii) 3.5% by Mr. Feng Sujin
3 May 2017. . . .	Mr. Fung transferred all his interest in Shenzhen HFY Supply Chain to Shenzhen Union Honest at a consideration of RMB9,650,000, which was determined with reference to the corresponding amount of registered capital	RMB10,000,000 held as to: (i) 96.5% by Shenzhen Union Honest (which was held as to 100% by Hong Kong Union Honest, which was in turn held as to 51% by Mr. Fung, 25% by Ms. Yeung, the spouse of Mr. Fung and 24% by Ms. Fung); and (ii) 3.5% by Mr. Feng Sujin
18 December 2018.	For the purpose of establishing an equity scheme to incentivize directors, supervisors, senior management and other key employees, Zhuhai Fuyang Lianchuang Information Consultancy Partnership (Limited Partnership) ("**Fuyang Lianchuang**", 珠海富洋聯創信息諮詢合夥企業(有限合夥)), established as a shareholding platform, acquired interest in Shenzhen HFY Supply Chain through: (i) an increase in registered capital of RMB94,600, subscribed by Fuyang Lianchuang at a consideration of RMB7,819,526.39; and (ii) Mr. Feng Sujin transferred 2.9% interest in Shenzhen HFY Supply Chain to Fuyang Lianchuang at a consideration of RMB23,933,500. The consideration above, representing approximately RMB82.67 per RMB of registered capital, was determined with reference to the appraised market value of Shenzhen HFY Supply Chain as at 31 December 2017.	RMB10,094,600 held as to: (i) 95.6% by Shenzhen Union Honest (which was held as to 100% by Hong Kong Union Honest, which was in turn held as to 51% by Mr. Fung, 25% by Ms. Yeung and 24% by Ms. Fung); (ii) 3.8% by Fuyang Lianchuang (a shareholding platform established for an equity scheme to incentivize directors, supervisors, senior management and other key employees); and (iii) 0.6% by Mr. Feng Sujin

Pursuant to the Reorganisation in preparation for the [**REDACTED**], Shenzhen HFY Supply Chain became wholly-owned by Shenzhen Union Honest (and therefore, our wholly-owned subsidiary). Please refer to "*Reorganisation — Acquisition of minority interests in Shenzhen HFY Supply Chain*" below.

Shenzhen HFY Smart Supply Chain

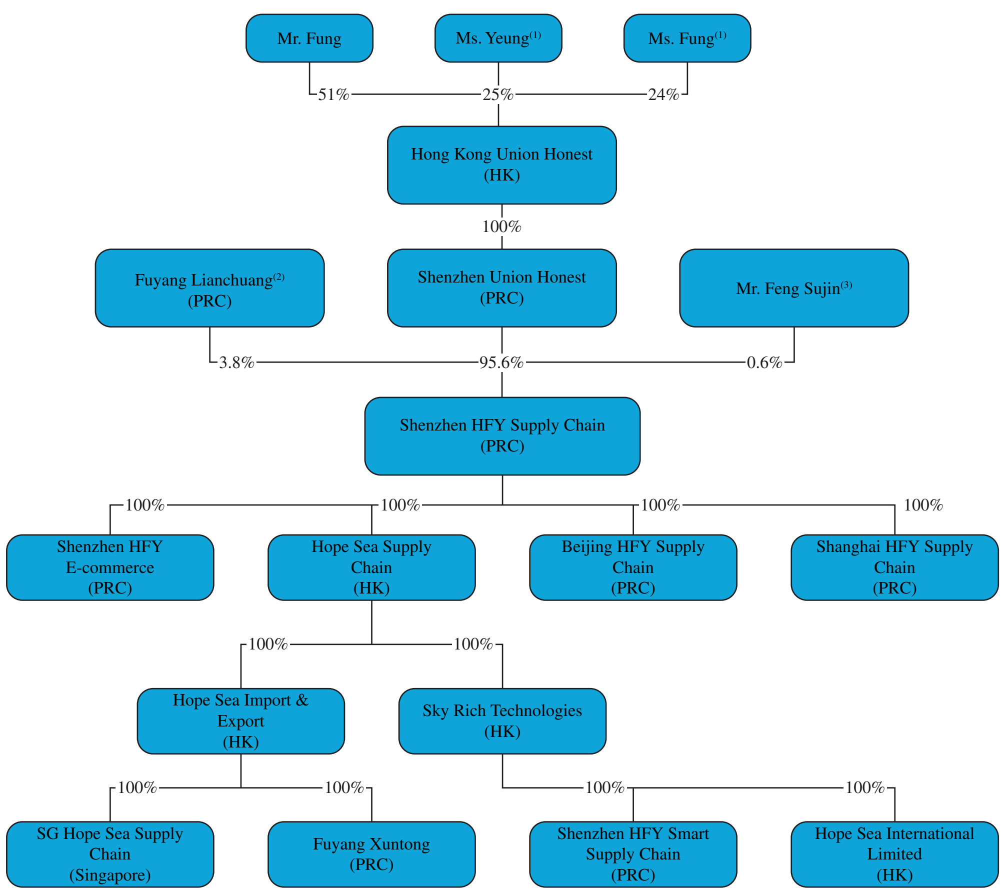
Shenzhen HFY Smart Supply Chain was established on 27 February 2014 under the laws of the PRC with an initial registered capital of RMB5,000,000, which was held as to 100% by Sky Rich Technologies (one of our Hong Kong subsidiaries). On 26 December 2016, Shenzhen HFY Smart Supply Chain increased its registered capital to RMB10 million, which was fully contributed by Sky Rich Technologies.

Hope Sea Import & Export

Hope Sea Import & Export was incorporated as a limited liability company on 6 July 2006 under the laws of Hong Kong with an issued share capital of HK$2, which was held as to 100% by Hope Sea Supply Chain (one of our Hong Kong subsidiaries).

REORGANISATION

The following chart illustrates our shareholding and ownership structure immediately prior to the commencement of the Reorganisation:



Notes:

(1) Ms. Yeung is the spouse of Mr. Fung, and Ms. Fung is their daughter.

(2) Fuyang Lianchuang was a limited liability partnership established in the PRC as a shareholding platform to implement an equity scheme to incentivize directors, supervisors, senior management and other key employees. Immediately prior to the Reorganisation, it had 33 partners, with Ms. Fung as the general partner holding 18.34% partnership interest and 32 limited partners (all of whom were our senior management or employees) holding an aggregate of 81.66% partnership interest.

(3) Mr. Feng Sujin is a brother of Mr. Fung.

In preparation for the [**REDACTED**], we undertook the Reorganisation as summarised below:

1. Acquisition of minority interests in Shenzhen HFY Supply Chain

As shown in the structure chart above, immediately prior to the Reorganisation, Shenzhen HFY Supply Chain was held as to:

(a) 95.6% by Shenzhen Union Honest;

(b) 3.8% by Fuyang Lianchuang; and

(c) 0.6% by Mr. Feng Sujin

In order for us to consolidate 100% control in Shenzhen HFY Supply Chain for the purpose of the [**REDACTED**], our Company, through Shenzhen Union Honest, purchased an aggregate of 4.4% equity interest in Shenzhen HFY Supply Chain from (i) Fuyang Lianchuang; and (ii) Mr. Feng Sujin, as more particularly discussed below:

Acquisition from Fuyang Lianchuang

- Fuyang Lianchuang was a limited liability partnership established in the PRC as a shareholding platform to implement an equity scheme to incentivize directors, supervisors, senior management and other key employees. Each of the participating personnel under the equity scheme subscribed for certain partnership interests representing indirect interests in Shenzhen HFY Supply Chain. Fuyang Lianchuang had 33 partners, with Ms. Fung as the general partner holding 18.34% partnership interest and 32 limited partners (all of whom are our senior management and employees) holding an aggregate of 81.66% partnership interest. The aggregate original investment cost represented by the partnership interests was RMB31,753,000. Under the terms of the equity scheme, each of the participating personnel had the right to require her/his partnership interest to be repurchased at the original investment cost, together with an 8% annualized return, minus the dividends received during the period of holding the equity, subject to the condition set out in the equity scheme.

- Fuyang Lianchuang distributed a dividend in the aggregate amount of RMB14,030,000 from its distributable profits (which were accumulated through previous dividend distributions from Shenzhen HFY Supply Chain) to the participating personnel, and we, through Hong Kong Union Honest acquired all of the partnership interests in Fuyang Lianchuang from the participating personnel (other than the 0.0315% partnership interest required to be held by Ms. Fung as the general partner) at an aggregate consideration of RMB31,743,000 (which was equivalent to the original investment costs). The consideration was fully settled as at 29 October 2024. As a result of the foregoing, each of the original partners had effectively received an amount that was commensurate with the repurchase price provided under the equity scheme.

- Subsequent to the foregoing, we acquired 3.8% equity interest in Shenzhen HFY Supply Chain from Fuyang Lianchuang at a consideration of RMB34,161,873, which was determined with reference to the net asset value of Shenzhen HFY Supply Chain as at 31 October 2024. The consideration was fully settled as at 21 November 2024.

- We terminated the equity scheme and de-registered Fuyang Lianchuang on 10 January 2025. To incentivize directors, supervisors, senior management and other key employees, we have conditionally adopted the [**REDACTED**] Share Scheme that complies with Chapter 17 of the Listing Rules for purposes of making grants to eligible participants after the [**REDACTED**] (see *"Appendix IV — Statutory and general information"* to this document).

Acquisition from Mr. Feng Sujin

- Mr. Feng Sujin is a brother of Mr. Fung. We acquired 0.6% equity interest in Shenzhen HFY Supply Chain from Mr. Feng Sujin at a consideration of RMB5,373,737.41, which was determined with reference to the net asset value of Shenzhen HFY Supply Chain as at 31 July 2024. The consideration was fully settled as at 9 October 2024.

2. Incorporation of offshore holding companies

Our Company

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on 22 April 2025 to act as our holding company and [**REDACTED**] vehicle. Our Company has an authorized share capital of US$50,000 divided into 5,000,000,000 ordinary shares with a par value of US$0.00001 each. On the date of incorporation, one Share of our Company was issued and allotted to the incorporator at par value and Hope Atlas acquired such Share from the incorporator at par value.

Mr. Fung and Ms. Yeung (being husband and wife) and Ms. Fung (being the daughter of Mr. Fung and Ms. Yeung) had agreed for the shareholding in our Company after the Reorganisation to mirror the respective interests of Mr. Fung and Ms. Yeung, collectively on one hand, and Ms. Fung, on the other hand, in Hong Kong Union Honest in the following manner:

(a) Mr. Fung's and Ms. Yeung's interests in our Company would be consolidated through Hope Atlas, holding 76% in our Company after the Reorganisation; and

(b) Ms. Fung, through Hope Horizon, would hold 24% in our Company after the Reorganisation.

To reflect the foregoing, our Company issued and allotted an aggregate of 239,999,999 Shares to Hope Atlas and Hope Horizon at par. The shareholding of our Company after such issuance and allotment is set out below:

Name of shareholder	**Number of Shares held**	**Approximate percentage of shareholding**
Hope Atlas	182,400,000	76%
Hope Horizon	57,600,000	24%

Following the [**REDACTED**], Mr. Fung and Ms. Yeung (on one hand) and Ms. Fung (on the other hand) intend for their respective interests in our Company to be separate and independent from each other, including economic interests and the exercise of voting rights.

Please also refer to "*Establishment of Family Trusts*" for the details of the establishment of the respective family trusts by Mr. Fung and Ms. Yeung (on one hand), and Ms. Fung (on the other hand) for the purpose of succession planning.

Hope Sea International

Hope Sea International was incorporated as a company with limited liability in the BVI on 30 April 2025 with an authorised share capital divided into 50,000 no par value shares of a single class. On the same date, 500 shares of Hope Sea International were issued and allotted to our Company as no par value shares.

Hope Sea International functions primarily as our offshore intermediate holding company, at the level below our Company and above our Hong Kong holding company, namely Hong Kong Union Honest.

3. Our Company becoming the holding company of our Group

As shown in the structure chart above, immediately prior to the Reorganisation, Hong Kong Union Honest was the holding company of our Group and held as to 51% by Mr. Fung, 25% by Ms. Yeung and 24% by Ms. Fung. It had an issued share capital of HK$1,000,000 divided into 1,000,000 shares. In order for our Company to become the holding company of our Group for the purpose of the [**REDACTED**], we undertook the following:

(a) On 2 May 2025, Hong Kong Union Honest issued and allotted 1,040,817 shares to Hope Sea International at a consideration of HK$1,040,817. The consideration of HK$1 per share was the same as that paid by Mr. Fung, Ms. Yeung and Ms. Fung at the incorporation of Hong Kong Union Honest. The consideration was fully settled as at 2 May 2025. After such issuance and allotment, Hong Kong Union Honest became held as to 51% by Hope Sea International, 24.99% by Mr. Fung, 12.25% by Ms. Yeung and 11.76% by Ms. Fung.

(b) On 16 June 2025, Hong Kong Union Honest conducted a court-free share capital reduction under the Companies Ordinance, pursuant to which the issued share capital held by each of Mr. Fung, Ms. Yeung and Ms. Fung, which amounted to HK$1,000,000 in aggregate, had been paid back. After such share capital reduction, Hong Kong Union Honest became held as to 100% by Hope Sea International.

ESTABLISHMENT OF FAMILY TRUSTS

For the purpose of succession planning Mr. Fung and Ms. Yeung (on one hand) and Ms. Fung (on the other hand) established the following family trusts:

1. Eternal Radiance Family Trust (春暉家庭信託)

Eternal Radiance Family Trust (春暉家庭信託) is a reserved power trust established under the laws of the BVI on 23 May 2025, with Mr. Fung and Ms. Yeung as the settlors and Tricor Equity Trustee Limited as professional trustee. In establishing the trust, the shares of Hope Atlas became held as to 100% by a special purpose vehicle that is ultimately 100% owned by Tricor Equity Trustee Limited. Under the terms of the trust, Mr. Fung and Ms. Yeung have reserved control over the investment decisions of the trust, including the exercise of voting rights attached to our Shares through Hope Atlas (the directors of which are Mr. Fung and Ms. Yeung). The beneficiaries of Eternal Radiance Family Trust (春暉家庭信託) include Mr. Fung, Ms. Yeung and their family members.

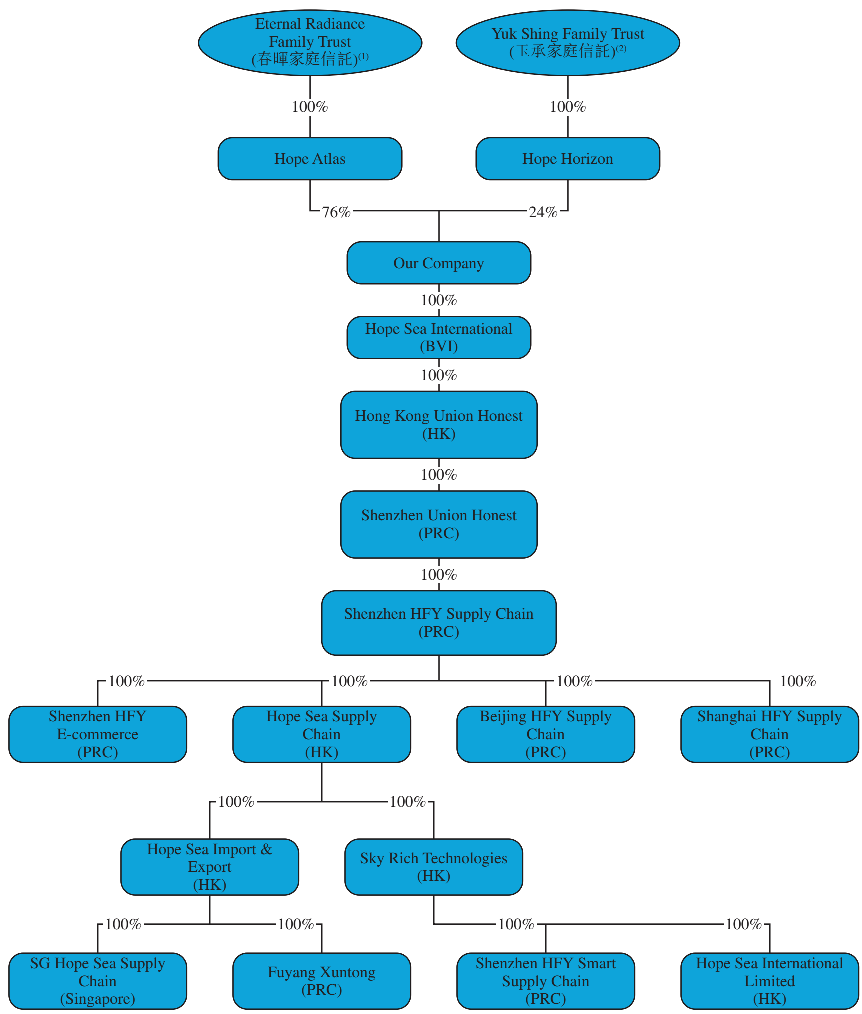
2. Yuk Shing Family Trust (玉承家庭信託)

Yuk Shing Family Trust (玉承家庭信託) is a reserved power trust established under the laws of the BVI on 23 May 2025, with Ms. Fung as the settlor and Tricor Equity Trustee Limited as professional trustee. In establishing the trust, the shares of Hope Horizon became held as to 100% by a special purpose vehicle that is ultimately 100% owned by Tricor Equity Trustee Limited. Under the terms of the trust, Ms. Fung has reserved control over the investment decisions of the trust, including the exercise of voting rights attached to our Shares through Hope Horizon (the director of which is Ms. Fung). The beneficiaries of Yuk Shing Family Trust (玉承家庭信託) include Ms. Fung and her family members.

CORPORATE STRUCTURE IMMEDIATELY BEFORE AND AFTER THE [REDACTED]

Corporate structure after the Reorganisation and before the [REDACTED]

The following chart illustrates our shareholding and ownership structure immediately following the Reorganisation and prior to the completion of the [**REDACTED**]:



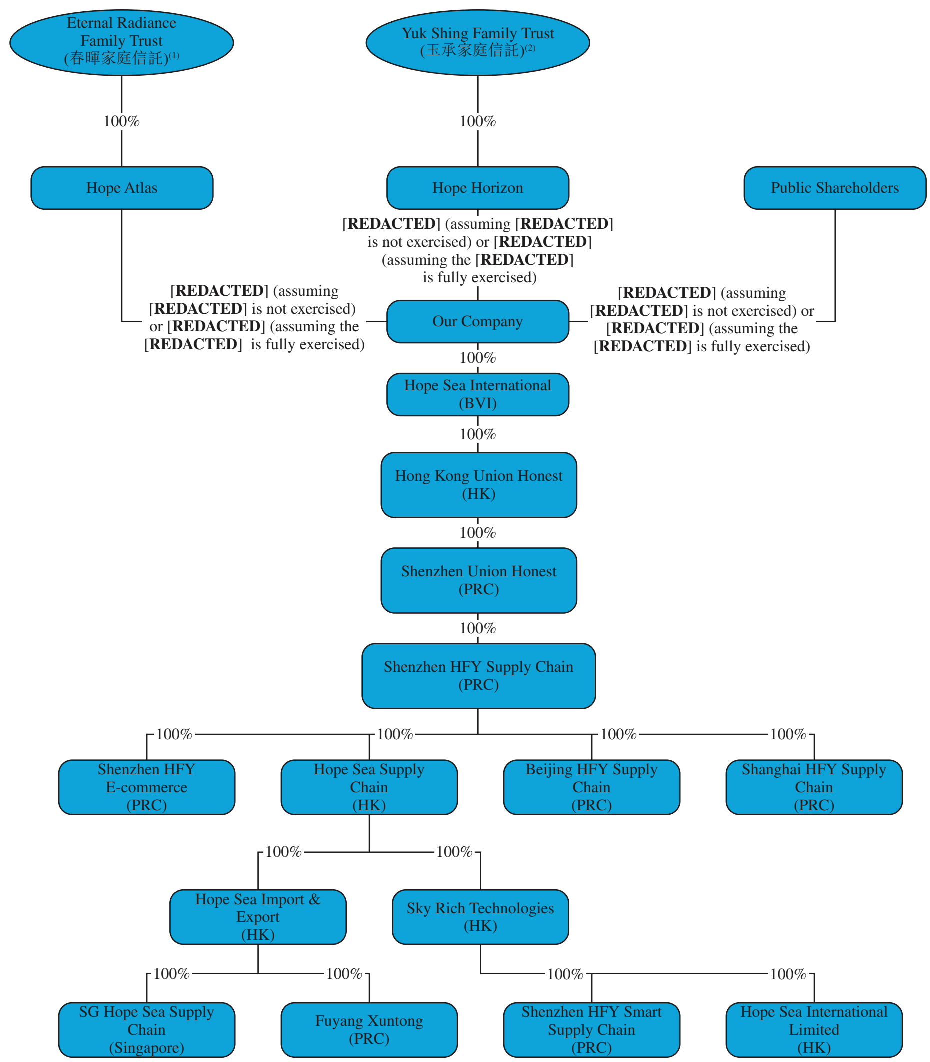
Notes:

(1) Eternal Radiance Family Trust (春暉家庭信託) is a reserved power trust established under the laws of the BVI, with Mr. Fung and Ms. Yeung as the settlors and Tricor Equity Trustee Limited as professional trustee. The exercise of voting rights attached to the Shares held by Hope Atlas is controlled by Mr. Fung and Ms. Yeung, who are our Controlling Shareholders. Mr. Fung and Ms. Yeung are husband and wife.

(2) Yuk Shing Family Trust (玉承家庭信託) is a reserved power trust established under the laws of the BVI, with Ms. Fung as the settlor and Tricor Equity Trustee Limited as professional trustee. The exercise of voting rights attached to the Shares held by Hope Horizon is controlled by Ms. Fung, who is one of our Controlling Shareholders. Ms. Fung is the daughter of Mr. Fung and Ms. Yeung.

Corporate structure immediately following the completion of the [REDACTED]

The following chart illustrates our shareholding and ownership structure immediately following the completion of the [**REDACTED**], without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme:



Notes:

(1) Please refer to the note 1 in the chart under "*Corporate structure after the Reorganisation and before the* [**REDACTED**]" in this section.

(2) Please refer to the note 2 in the chart under "*Corporate structure after the Reorganisation and before the* [**REDACTED**]" in this section.

Our Controlling Shareholders

Immediately after the [**REDACTED**], Mr. Fung, Ms. Yeung and Ms. Fung will be able to control approximately [**REDACTED**] (assuming the [**REDACTED**] is not exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme) or [**REDACTED**] (assuming the [**REDACTED**] is fully exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme) voting rights in our Company through Hope Atlas (the directors of which are Mr. Fung and Ms. Yeung) and Hope Horizon (the director of which is Ms. Fung). For the purposes of the Listing Rules only, since Ms. Fung is the daughter of Mr. Fung and Ms. Yeung, they and their respective investment holding companies are regarded as a group of Controlling Shareholders. For the avoidance of doubt, each of (i) Mr. Fung and Ms. Yeung; and (ii) Ms. Fung has confirmed that they are not acting in concert and are not bound to vote together, and each of them is entitled to, and intends to, exercise their respective voting rights in our Company independently and at their own discretion. Accordingly, Mr. Fung, Ms. Yeung, Hope Atlas, Ms. Fung and Hope Horizon will be our Controlling Shareholders. Please refer to "*Relationship with our Controlling Shareholders*".

Public Float and Free Float

Based on the minimum [**REDACTED**] of [**REDACTED**] and [**REDACTED**] Shares expected to be in issue immediately upon completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme), it is expected that the market value of the Shares at the time of [**REDACTED**] will be HK$[**REDACTED**].

Based on the mid-point of the [**REDACTED**] range of [**REDACTED**] and [**REDACTED**] Shares expected to be in issue immediately upon completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme), it is expected that the market value of the Shares at the time of [**REDACTED**] will be HK$[**REDACTED**].

Based on the maximum [**REDACTED**] of [**REDACTED**] and [**REDACTED**] Shares expected to be in issue immediately upon completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme), it is expected that the market value of the Shares at the time of [**REDACTED**] will be HK$[**REDACTED**].

Based on the above, the market value of the Shares at the time of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and without taking into account any Shares that may be issued pursuant to any awards, or exercise of any options, that may be granted under the [**REDACTED**] Share Scheme) is expected to range from HK$[**REDACTED**] to HK$[**REDACTED**]. Based on such range, and as prescribed under Rule 8.08 of the Listing Rules, at least [**REDACTED**] of the total number of issued Shares must be Shares held by the public at the time of [**REDACTED**].

Immediately after the [**REDACTED**]:

(a) Each of Hope Atlas and Hope Horizon will become our "substantial shareholder", and thus, our "core connected person" under the Listing Rules. Their shareholding will not count towards our public float.

(b) The [**REDACTED**] to be [**REDACTED**] by public Shareholders in the [**REDACTED**], representing [**REDACTED**] (assuming the [**REDACTED**] is not exercised) or [**REDACTED**] (assuming the [**REDACTED**] is fully exercised) of our Shares immediately after the [**REDACTED**], will count towards our public float.

(c) Based on (b) above and the minimum [**REDACTED**] of [**REDACTED**] per Share, we are expected to satisfy the free float requirement under Rule 8.08A of the Listing Rules.

PRC LEGAL COMPLIANCE

Our PRC Legal Adviser has confirmed that all the equity transfers and changes in registered capital in respect of our PRC subsidiaries had been properly and legally completed and settled, and we have obtained all necessary regulatory approvals and permits, and that the regulatory procedures involved are in accordance with the applicable PRC laws and regulations. Our PRC Legal Adviser has also confirmed that we have obtained all necessary approvals from relevant PRC regulatory authorities required for the implementation of the Reorganisation.

M&A Rules

Pursuant to the Provisions on M&A of a Domestic Enterprise by Foreign Investors (《關於外國投資者併購境內企業的規定》) (hereinafter referred to as the "**Provisions on M&A**") jointly promulgated by the Ministry of Commerce and other departments under the State Council on 8 August 2006 and came into force on 8 September 2006, and later amended and implemented by the Ministry of Commerce on 22 June 2009, foreign investors' purchase of equity interest from shareholders of domestic enterprises with no foreign investment (hereinafter referred to as "**Domestic Companies**" and each a "**Domestic Company**") or the subscription to the increased registered capital of Domestic Companies by foreign investors resulting Domestic Companies changing into a foreign investment enterprise; or foreign investors' purchase of assets of Domestic Companies by agreement and operation of such assets through foreign investment enterprises established by foreign investors, or foreign investors' purchase of assets of Domestic Companies by agreement shall comply with the PRC laws and regulations. The approval from the Ministry of Commerce is required in certain circumstances, including but not limited to (i) a PRC individual or a PRC enterprise acquires its affiliated PRC Domestic Company through a foreign company controlled by such individual or enterprise; (ii) a foreign investor acquires a PRC Domestic Company at the consideration of equity interests from a foreign company; and (iii) establishing a foreign special purpose vehicle controlled directly or indirectly by a PRC individual or PRC enterprise for the purpose of offshore listing of equity interests in a Domestic Company beneficially owned by such PRC individual or PRC enterprise. Moreover, offshore listing of shares of a special purpose vehicle is subject to CSRC approval under Provisions on M&A.

As confirmed by our PRC Legal Adviser, given that each of Mr. Fung, Ms. Yeung and Ms. Fung is not a PRC individual and the circumstances set out above are not applicable, none of the Reorganisation and the [**REDACTED**] requires approval from the Ministry of Commerce and the CSRC under the Provisions on M&A. For the avoidance of doubt, we are subject to the CSRC filing requirements as the [**REDACTED**] constitutes an indirect overseas [**REDACTED**] and [**REDACTED**] by domestic companies under the Administrative Trial Implementation Measures for Filing of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the Notice on Administrative Filing Arrangement Concerning Overseas Offering and Listing by Domestic Companies (《關於境內企業境外發行上市備案管理安排的通知》published by the CSRC in February 2023.

SAFE Circular 37

Pursuant to the Circular of the State Administration of Foreign Exchange on Relevant Issues Concerning Foreign Exchange Administration on Domestic Residents' Overseas Investment, Financing and Round-Trip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) (the "**SAFE Circular 37**") promulgated and implemented by SAFE on 4 July 2014, a special purpose vehicle refers to an overseas enterprise directly established or indirectly controlled by a domestic resident (including domestic institutions and domestic individual residents) for the purpose of investment and financing by utilizing the domestic corporate assets or interests or overseas assets or interests she/he/it legally holds. A domestic resident shall apply to the SAFE for foreign exchange registration of overseas investments before investing the domestic or overseas legal assets or interests into a special purpose vehicle. Where a domestic resident invests legally owned domestic assets or interests into a special purpose vehicle, she/he/it shall apply for registration to the local SAFE branch at the place of incorporation or where the domestic corporate assets or interests are located. Where a domestic resident invests legally owned overseas assets or interests into a special purpose vehicle, she/he/it shall apply for registration to the local SAFE branch at the place of incorporation or household registration.

As confirmed by our PRC Legal Adviser, given that none of Mr. Fung, Ms. Yeung and Ms. Fung is a domestic PRC resident, no registration under SAFE Circular 37 is required.