A. FURTHER INFORMATION ABOUT OUR GROUP

1. Establishment of Our Company

Our Company was established as limited company in the PRC on August 31, 2006 and was converted into a joint stock company with limited liability under the PRC Company Law on April 20, 2016 ("**Conversion**"). Our registered address is at 20 Gaoqiao South Street, Yangzhou City, Jiangsu Province, PRC. We have established a principal place of business in Hong Kong in 31st Floor, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. We [have been] registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●], 2025. Ms. Tsui Ka Yan has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong. Immediately before the [REDACTED], the total registered share capital of our Company is [REDACTED].

As our Company was established in the PRC, its corporate structure and the Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of certain aspects of the relevant laws and regulations of the PRC, and a summary of our Articles of Association in the sections headed "Summary of Principal Legal and Regulatory Provisions" in Appendix IV and "Summary of the Articles of Association" in Appendix V, respectively.

2. Changes in the Registered Capital of Our Company and Subsidiary

Please see the section headed "Our History and Development."

3. The Shareholders' Resolutions of Our Company

At the second extraordinary general meeting of our Company held on September 18, 2025, among other things, the following resolutions were passed by our Shareholders:

(a) the issue by our Company of [REDACTED] of nominal value of RMB[REDACTED] each and such [REDACTED] to be [REDACTED] on the Stock Exchange;

(b) the number of [REDACTED] pursuant to the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED]% of the number of [REDACTED] issued pursuant to the [REDACTED];

(c) the Board has been authorized handle all relevant matters relating to, among other things, the implementation of issuance of [REDACTED] and the [REDACTED].

4. Restrictions on Share Repurchases

For details of the restrictions on share repurchases by our Company, see "Summary of the Articles of Association — Shares" in Appendix V.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiary within the two years preceding the date of this document and are or may be material:

(a) the Deed of Non-Competition;

(b) the supplemental agreement to the subscription agreement dated September 2025 between Tourism Development Group and Grand Canal Fund to terminate certain special rights granted to Grand Canal Fund;

(c) the deferred acquisition agreement dated September 22, 2025 entered into between our Company and Yangzhou Garden pursuant to which our Company agreed to deter the date of acquisition of the equity interest held by Yangzhou Garden in our Company to January 31, 2030; and

(d) the [REDACTED].

2. Intellectual Property Rights of the Group

As of the Latest Practicable Date, we have registered for the registration of the following intellectual property rights which are material in relation to our business.

(a) *Trademarks*

As of the Latest Practicable Date, we have registered the following trademarks which are material to our business:

No.	Trademark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
1.	瘦西湖船娘	16	Company	PRC	23097549	March 7, 2018	March 6, 2028
2.	瘦西湖船娘	25	Company	PRC	23098583	March 7, 2018	March 6, 2028
3.	瘦西湖船娘	28	Company	PRC	23098779	March 7, 2018	March 6, 2028

(b) *Copyrights*

As of the Latest Practicable Date, we have registered the following copyrights which are material to our business:

No.	Copyright	Type	Copyright owner	Registration number	Date of Creation Completion
1.	Jiangsu West Lake Culture and Tourism Advertisement Logo	Art (美術作品)	Company	國作登字-2017-F-00279783	November 1, 2010

(c) *Domain Name*

As of the Latest Practicable Date, we have registered the following internet domain name which we consider to be or may be material to our business:

No.	Domain Name	Owner	Registration Date	Expiration Date
1.	sxhboat.com	The Company	February 20, 2012	February 20, 2027

Save as the above, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Interests of the Directors and the Chief Executive of our Company*

Immediately following the completion of the [REDACTED] and without taking into account any [REDACTED] which may be issued pursuant to the exercise of the [REDACTED], so far as our Directors are aware, none of our Directors or chief executive of our Company has any interests or short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required 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 were taken or deemed to have under such provisions of the SFO) or which will be required, under section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, under 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 (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the chief executive) once the H Shares are [REDACTED].

(b) ***Interests of the Substantial Shareholders***

Save as disclosed in the section headed "Substantial Shareholders", immediately following the completion of the [REDACTED] and without taking into account any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED], our Directors or chief executive are not aware of any other person (other than a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which, once the H Shares are [REDACTED], would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any Member of the Group.

(c) ***Interests in other members of the Group***

So far as our Directors are aware, as at the Latest Practicable Date, no other persons (excluding us) are directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

2. Directors' Service Contracts and Letters of Appointment

Each of our Directors has entered into a service contract or letter of appointment with our Company. Pursuant to our Articles of Association, the term of office of the Directors shall be three years. The principal particulars of these service contracts or letter of appointment are (a) for a term of three years commencing from their respective effective date of appointment until the day on which the next general meeting of the shareholders for re-election of Directors is held, and (b) are subject to termination in accordance with their respective terms. The service contracts or letter of appointment may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Save as disclosed above, none of our Directors has entered, or has proposed to enter, a service contract or a letter of appointment with any Member of the 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

The aggregate remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid to our Directors for the three years ended December 31, 2023, 2024 and 2025 were approximately RMB1.2 million, RMB1.2 million and RMB1.4 million, respectively, which included the aggregate contributions we paid to pension schemes for our Directors in respect of the three years ended December 31, 2023, 2024 and 2025 were approximately RMB0.2 million, RMB0.2 million and RMB0.1 million, respectively. Save as disclosed in the section headed "Directors and Senior Management — *Compensation of Directors and Senior Management*" and the above, no other amounts have been paid or are payable by us to our Directors for the three years December 31, 2023, 2024 and 2025.

Our independent non-executive Directors have been appointed for a term of three years. The Company intends to pay a director's fee of RMB600,000 per annum to each of the independent non-executive Directors, respectively. Save for the director's fees, none of our independent non-executive Directors is expected to receive any other remuneration for holding his or her office as an independent non-executive Director.

Under the arrangements currently in force as of the date of this document, the aggregate amount of remuneration payable by our Group to our Directors for the year ending December 31, 2026 will be approximately RMB1.5 million. There was no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three financial years immediately preceding the issue of this document.

4. Directors' Competing Interests

None of our Directors are interested in any business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the business of the Group.

5. Personal guarantees

The Directors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to us.

6. Agency fees or commissions received

Save in connection with the [REDACTED], none of our Directors, Promoters nor any of the parties listed in the paragraph headed "D. Other Information — 5. Qualification of Experts" in this Appendix had received any commissions, discounts, agency fees, brokerages or other special terms in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiary within the two years preceding the date of this document.

7. Related party transactions

During the two years preceding the date of this document, we have engaged in the material related party transaction as described in the Accountants' Report and the Unaudited Pro Forma Financial Information set out in Appendix I and Appendix II to this document.

8. Disclaimers

Save as disclosed in this document:

(a) none of the Directors or chief executive of our Company has any interests or short positions in our Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken 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 in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to us and the Stock Exchange, in each case once our H Shares are [REDACTED];

(b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in our Shares and underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, once our H Shares are [REDACTED];

(c) none of the Directors nor any of the persons listed in the paragraph headed "D. Other Information — 5. Qualification of Experts" below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to any Member of the Group, or are proposed to be acquired or disposed of by or leased to any Member of the Group;

(d) none of the Directors nor any of the persons listed in "— D. Other Information — 5. Qualification of Experts" below is materially interested in any contract or arrangement with the Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of the Group as a whole;

(e) save in connection with [REDACTED], none of our Directors nor any of the persons listed in "— D. Other Information — 5. Qualification of Experts" below (i) is interested legally or beneficially in any of our Shares or any share in any of our subsidiary; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any Member of our Group; and

(f) none of our Directors, their respective close associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company's five largest customers and five largest suppliers for each year/period during the Track Record Period.

D. OTHER INFORMATION

1. Estate duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiary.

2. Litigation

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in "Business — Non-compliance", "Business — Historical employee dispatch arrangement" and "Business — Water Sightseeing Boat Service Business — Grand Canal Yangzhou (大運揚州) — Licensing Requirements", no Member of the Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against the Group, that would have a material adverse effect on its business, financial condition or results of operations.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] for the [REDACTED] of, and permission to [REDACTED], our H Shares, including any [REDACTED] which may be [REDACTED] pursuant to the exercise of the [REDACTED]). All necessary arrangements have been made to enable the [REDACTED] into [REDACTED].

Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, the total sponsor's fee paid and payable to the Sole Sponsor by the Company in connected with [REDACTED] is RMB[REDACTED] million.

The Sole Sponsor satisfies the independence criteria pursuant to Rule 3A.07 of the Listing Rules.

4. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since December 31, 2025 (being the date to which the latest audited consolidated financial statements of the Group were prepared).

5. Qualification of Experts

The following are the qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

Name	Qualification
China Everbright Capital Limited	A licensed corporation to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
Ernst & Young	Certified Public Accountants and Public Interest Entity Auditor
Merits & Tree Law Offices	Legal adviser to the Company as to PRC law
Frost & Sullivan (Beijing) Inc.	Industry Consultant

6. Consents of Experts

Each of the experts as referred to in the paragraph headed "— 5. Qualifications of Experts" in this Appendix has given and has not withdrawn their consent to the issue of this document with the inclusion of their reports and/or letters and/or legal opinions (as the case may be) and references to their names included in the form and context in which they are respectively included.

As at the Latest Practicable Date, none of the experts named above has any shareholding interests in our Company or any of our subsidiary or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiary.

7. Promoters

Our Promoters are (i) Tourism Development Group, (ii) Quanyu Tourism Company; and (iii) Mr. Ge Changyun (葛長雲). Save as disclosed in this document, 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.

8. Preliminary Expenses

We have not incurred any material preliminary expense.

9. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are affected on the H Share register of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer on each of the purchaser and the seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

10. Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, 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.

11. 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).

12. Miscellaneous

(a) Save as disclosed in this document, within the two years immediately preceding the date of this document:

(i) neither we nor our subsidiary has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;

(ii) no share or loan capital of our Company or our subsidiary is under option or is agreed conditionally or unconditionally to be put under option;

(iii) no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any Member of the Group;

(iv) no commission has been paid or payable (except commission to [REDACTED]) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or our subsidiary;

(v) no founder, management or deferred shares of our Company or our subsidiary have been issued or agreed to be issued; and

(vi) there is no arrangement under which future dividends are waived or agreed to be waived.

(b) Save as disclosed in this document, none of the persons named in the paragraph headed "— D. Other Information — 6. Consent of Experts" in this Appendix is interested beneficially or otherwise in any shares of any Member of the Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any Member of the Group;

(c) Our Directors confirm that:

(i) there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document; and

(ii) our Company has no outstanding convertible debt securities or debentures.

(d) No company within our Group is presently [REDACTED] on any stock exchange or traded on any trading system.

(e) All necessary arrangements have been made to enable the H Shares into [REDACTED] for clearing and settlement.

(f) We currently do not intend to apply for the status of a foreign invested joint stock limited company and do not expect to be subject to the PRC Sino-foreign Joint Venture Law.

(g) Our Company is a joint stock limited company and is subject to the PRC Company Law.

(h) Our Company has adopted a code of conduct regarding Directors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

(i) The English version of this document shall prevail over the Chinese version.