A. FURTHER INFORMATION ABOUT OUR GROUP

1. Establishment of Our Company

Our Company was established as a limited liability company in the PRC on May 16, 2017 and was converted to a joint stock company with limited liability under the laws of the PRC with effect from September 10, 2025. As of the Latest Practicable Date, the registered capital of our Company was RMB24,380,426.

Our Company has established a principal place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and has been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on October 14, 2025. Ms. Leung Hoi Yan (梁皚欣), our joint company secretary, has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in "Appendix V — Summary of Articles of Association" to this document.

2. Changes in the Share Capital of Our Company

Save as disclosed in the section headed "History, Development and Corporate Structure — Establishment and Major Shareholding Changes of Our Company," 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 as of December 31, 2025 are set out in the Accountants' Report in Appendix I to this document. The changes in the share capital of our Company during the two years immediately preceding the date of this document is set out as follows:

On March 20, 2024, Youibot Robotics Hongkong Limited (優艾智合機器人香港有限公司) was incorporated under the laws of Hong Kong with a registered capital of HK$10.0 million.

On June 26, 2024, Hefei Youai Intelligent Manufacturing Equipment Co., Ltd. (合肥優艾智能製造裝備有限公司) was established under the laws of the PRC with a registered capital of RMB10.0 million.

On October 24, 2024, Youibot Robotics Japan (優艾智合機器人日本株式會社) was established under the laws of Japan with a registered capital of Japanese Yen 10.0 million.

4. Restriction of Share Repurchase

For details of the restrictions on the share repurchase by our Company, see "Appendix V — Summary of Articles of Association" to this document.

5. Resolutions of Our Shareholders

At the extraordinary general meeting of our Company held on September 19, 2025 among other things, our Shareholders had resolved that:

(a) the issuance by our Company of the H Shares of nominal value of RMB0.10 each (taking into account the Share Subdivision) and such H Shares being listed on the Main Board of the Stock Exchange

(b) the number of H Shares to be issued pursuant to the **[REDACTED]** shall be no more than **[REDACTED]**% of the total issued share capital of our Company as enlarged by the **[REDACTED]** before the exercise of the **[REDACTED]**, and the grant to **[REDACTED]** of the **[REDACTED]** of not more than **[REDACTED]**% of the number of H Shares issued pursuant to the **[REDACTED]**;

(c) subject to the filing with CSRC being completed, upon completion of the **[REDACTED]**, **[REDACTED]** Unlisted Shares will be converted into H Shares on a one-for-one basis;

(d) subject to the completion of the **[REDACTED]**, the conditional adoption of the Articles of Association, which shall become effective on the Listing Date and the authorization of the Board to amend the Articles of Association in accordance with relevant laws and regulations and upon the request from the Stock Exchange and relevant PRC regulatory authorities;

(e) subject to the completion of the **[REDACTED]**, the granting of a general mandate to the Board to allot, issue Shares, or sell and/or transfer Shares out of treasury that are held as treasury shares at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, provided that, the number of Shares to be issued or sold and/or transferred out of treasury that are held as treasury shares shall not exceed **[REDACTED]**% of the number of the H Shares in issue as at the date of **[REDACTED]**;

(f) our Board and/or its authorized person(s) have been authorized to handle all relevant matters relating to, among other things, the **[REDACTED]**, the issue of H Shares and **[REDACTED]**.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years preceding the date of this document that are or may be material:

(a) a capital increase agreement dated May 21, 2024 entered into among our Company, Shenzhen Youibot, Shenzhen Youai Zhijia, Shenzhen Youai Zhidian, Suzhou Youibot, Huzhou Youibot, Xi'an Youai, Hefei Dongcheng, Mr. Zhang, Mr. Mei, Dr. Bian, Mr. Zheng, Mr. Xu, and Mr. Zhao, pursuant to which the parties agreed to increase the registered capital of our Company;

(b) a shareholders' agreement dated May 21, 2024 entered into among our Company, Shenzhen Youibot, Shenzhen Youai Zhijia, Shenzhen Youai Zhidian, Suzhou Youibot, Huzhou Youibot, Xi'an Youai, Shenzhen Yingnuo, XiJiao 1896, Xi'an Bole, SOSV III, SOSV IV, SOSV Sanya, SOSV Select, Zhenge Jingyuan, Changjian Changyu, SIG China, Lanchi Shanghai Xinzhong, SBVA Entity, Suzhou Fangguang, Changzhou Fangguang, FG Venture SZFZ, Sharp Dynasty, Shenzhen Greenpine, Chongqing Greenpine, Beijing New Power, Xingchan (Huzhou), Hefei Dongcheng, Mr. Zhang, Mr. Mei, Dr. Bian, Mr. Xu, Mr. Zheng and Mr. Zhao;

(c) a capital increase agreement dated April 29, 2025 entered into among our Company, Shenzhen Youibot, Shenzhen Youai Zhijia, Shenzhen Youai Zhidian, Suzhou Youibot, Huzhou Youibot, Hefei Youibot, Youibot Hong Kong, Xi'an Youai, Anqing Greenpine, Mr. Zhang, Mr. Mei, Dr. Bian, Mr. Zheng, Mr. Xu and Mr. Zhao and pursuant to which the parties agreed to increase the registered capital of our Company;

(d) a shareholders' agreement dated April 29, 2025 entered into among our Company, Shenzhen Youibot, Shenzhen Youai Zhijia, Shenzhen Youai Zhidian, Suzhou Youibot, Huzhou Youibot, Hefei Youibot, Youibot Hong Kong, Xi'an Youai, Shenzhen Yingnuo, XiJiao 1896, Xi'an Bole, SOSV III, SOSV IV LP, SOSV Sanya, SOSV Select, Zhenge Jingyuan, Changjian Changyu, SIG China, Lanchi Shanghai Xinzhong, SBVA Entity, Suzhou Fangguang, Changzhou Fangguang, FG Venture SZFZ, Sharp Dynasty, Shenzhen Greenpine, Chongqing Greenpine, Beijing New Power, Xingchan (Huzhou), Hefei Dongcheng, Anqing Greenpine, Mr. Zhang, Mr. Mei, Dr. Bian, Mr. Zheng, Mr. Xu and Mr. Zhao;

(e) the **[REDACTED]**.

2. Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Date of Registration
1	YOUIBOT 优艾智合	9	Shenzhen Youibot	China	49827448	2021.11.28
2	YOUIBOT 优艾智合	12	Shenzhen Youibot	China	49674147	2021.5.7
3	YOUIBOT	7	Shenzhen Youibot	China	49688875	2021.7.7
4	YOUIBOT	7	Shenzhen Youibot	China	49672675	2021.7.7
5	YOUIBOT	9	Shenzhen Youibot	China	49680621	2021.7.7
6	YOUIBOT	12	Shenzhen Youibot	China	49689798	2021.5.7

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Date of Registration
7	YOUIBOT 优艾智合	9	Shenzhen Youibot	China	49697082	2021.7.7
8	YOUIBOT	7	Shenzhen Youibot	China	25138637	2018.09.21
9	优艾智合	7	Shenzhen Youibot	China	47630950	2021.5.7
10	YOUIBOT	9	Shenzhen Youibot	China	25138650	2018.07.07
11	YOUIBOT 优艾智合 YOUIBOT 優艾智合	7, 9, 42	Shenzhen Youibot	Hong Kong	306950980	2025.7.3
12	YOUIBOT	7	Shenzhen Youibot	Hong Kong	306950999	2025.7.3

(b) Patents

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

No.	Patent	Type	Registered Owner	Place of Registration	Patent Number	Date of Registration
1	An operating method and system for an intelligent robot in a power switchroom (一種配電間智能機器人的作業方法及作業系統)	Invention	Shenzhen Youibot	China	ZL 201911238578.X	2022.04.01
2	Drive device for automated guided vehicles, automated guided vehicle, and robot (用於自動導引車的驅動裝置、自動導引車及機器人)	Invention	Shenzhen Youibot	China	ZL 202110180517.3	2024.12.24
3	Path planning method, path planning device, management system, and storage medium (路徑規劃方法、路徑規劃裝置、管理系統和存儲介質)	Invention	Shenzhen Youibot	China	ZL 202110271767.8	2024.04.19
4	Inspection robot and inspection method (一種巡檢機器人及巡檢方法)	Invention	Shenzhen Youibot	United States	US11766788	2023.09.26

No.	Patent	Type	Registered Owner	Place of Registration	Patent Number	Date of Registration
5	Wafer box handling robot (晶圓盒搬運機器人)	Invention	Shenzhen Youibot	China	ZL 202110189522.0	2025.3.11
6	Wafer box carrying device and wafer box handling robot (晶圓盒承載裝置和晶圓盒搬運機器人)	Utility Model	Shenzhen Youibot	China	ZL 202120379250.6	2021.11.05
7	Clamping device and wafer box handling robot (夾持裝置及晶圓盒搬運機器人)	Utility Model	Shenzhen Youibot	China	ZL 202120378471.1	2022.01.25
8	Robot positioning method, positioning device, management system, and storage medium (機器人的定位方法、定位裝置、管理系統和存儲介質)	Invention	Shenzhen Youibot	China	ZL 202110627563.3	2024.03.01
9	Robot scheduling method, apparatus, and storage medium (機器人調度方法、設備及存儲介質)	Invention	Shenzhen Youibot	China	ZL 202210374057.2	2024.03.19
10	Robot manipulator control method, electronic device, and storage medium (機器人的機械臂控制方法、電子設備及存儲介質)	Invention	Shenzhen Youibot	China	ZL 202410764848.5	2024.11.12
11	Robot movement path detection method and mobile platform (機器人移動路徑檢測方法及移動平台)	Invention	The Company	China	ZL 202210193098.1	2024.04.16

(c) Copyrights

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

No.	Copyright	Registered Owner	Type	Place of Registration	Copyright Number	Date of Registration
1	YOUIFleet Robot Map Management System V1.0 (YOUIFleet機器人地圖管理系統版本1.0)	Shenzhen Youibot	Software Copyright	China	2020SR0329638	2020.4.14
2	YOUITMS Robot Material Distribution Management System V1.0 (YOUITMS機器人物料配送管理系統版本1.0)	Shenzhen Youibot	Software Copyright	China	2020SR0329778	2020.4.14
3	Youibot Robot Multi-Machine Collaboration System V1.0.0 (優艾智合機器人多機協同系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2022SR0191361	2022.01.29
4	Mobile Manipulators Rapid Deployment Calibration Tool System V1.0.0 (移動操作機器人快速部署標定工具系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2022SR0480145	2022.04.18
5	Multi-Robot Intra-factory Logistics Management System V1.0.0 (多機器人廠內物流管理系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2022SR1526888	2022.11.17

No.	Copyright	Registered Owner	Type	Place of Registration	Copyright Number	Date of Registration
6	YOUIINS Intelligent Inspection Robot Management System V1.0.0 (YOUIINS 智能巡檢機器人管理系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2023SR0353719	2023.03.17
7	Semiconductor Packaging and Testing Factory Multi-Robot Transportation Management System V1.0.0 (半導體封測工廠多機器人運輸管理系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2023SR0966063	2023.08.23
8	Substation Intelligent Inspection Manipulator Background Monitoring System V1.0.0 (變電站智能巡檢操作機器人後台監控系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2023SR1134261	2023.09.21
9	Smart Factory Robot Data Monitoring System Based on Digital Twin V1.0.0 (智能工廠基於數位孿生的機器人數據監控系統版本1.0.0)	Shenzhen Youibot	Software Copyright	China	2024SR0839563	2024.06.20
10	AGV Intelligent Task Management System V1.0.0 (AGV智能任務管理系統版本1.0)	Shenzhen Youibot	Software Copyright	China	2024SR0892270	2024.06.28

(d) Domain names

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

No.	Domain name	Registered Owner	Date of Registration	Date of Expiry
1	youibot.com	the Company	2016.11.15	2029.11.15

C. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Directors and the chief executive of our Company

Save as disclosed in the section headed "Substantial Shareholders" in this document, immediately following the completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares, 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 (the "Model Code"), to be notified to our Company and the Stock Exchange once the H Shares are listed.

(b) Substantial Shareholders

For the information on the persons who will, immediately following the completion of the **[REDACTED]**, have interests or short positions in our Shares or underlying Shares which would be required 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 directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying voting rights in all circumstances at general meetings of our Company, see the section headed "Substantial Shareholders" in this document.

Save as disclosed in the section headed "Substantial Shareholders" in this document, our Directors are not aware of any persons (other than our Directors and chief executive) who will, immediately following the completion of the **[REDACTED]**, have or be deemed or taken to have interests and/or short position in our Shares or underlying Shares which would be required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any types of the issued voting shares of our Company.

As of the Latest Practicable Date, so far as our Directors are aware, the following persons (other than members of our Group) were 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 other members of our Group:

Name of Member of our Group	Name of Shareholder	Percentage of Shareholding
Shenzhen Youai Zhidian Intelligent Technology Co., Ltd. (深圳優艾之電智慧科技有限公司)	Shenzhen Zhidian Technology Co., Ltd. (深圳市之電科技有限公司)	45%
Shenzhen Youai Zhijia Robot Technology Co., Ltd. (深圳優艾智嘉機器人科技有限公司)	Mr. Chen Bing (陳兵)	45%

2. Service Contracts

Each of our Directors [has entered] into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of three years which is equivalent to the term of the Board; and (b) termination provisions in accordance with their respective terms. Our Directors may be re-appointed subject to Shareholders' approval. The service contracts can be renewed pursuant to our Articles of Association and applicable rules.

Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors in their respective capacities as Directors (other than contracts expiring or determinable by the employer within one year without any payment of compensation (other than statutory compensation)).

3. Directors' Remuneration

Save as disclosed in "Directors and Senior Management" and Note 8 to "Appendix I — Accountants' Report," for the three financial years ended December 31, 2025, none of our Directors received other remunerations of benefits in kind from us.

4. Disclaimers

Save as disclosed in this document:

(a) none of our Directors or any of the parties listed in " — E. Other Information — 4. Qualification and Consents of Experts" of this Appendix is:

(i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this Document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company; or

(ii) materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business;

(b) save in connection with the **[REDACTED]** and the **[REDACTED]**, none of our Directors or any of the parties listed in " — E. Other Information — 4. Qualification and Consents of Experts" of this Appendix:

(i) is interested legally or beneficially in any shares in any member of our Group; or

(ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;

(c) none of our Directors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of our issued share capital has any interest in our top five customers or suppliers; and

(d) none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. EMPLOYEE INCENTIVE SCHEME

We adopted our Employee Incentive Scheme in June 2021, as amended and replaced in September 2025. The following is a summary of the principal terms of our Employee Incentive Scheme. The terms of the Employee Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as all awards pursuant to the Employee Incentive Scheme have been granted and the Employee Incentive Scheme does not involve any grant of awards or any issuance of new Shares by our Company after **[REDACTED]**. The Employee Incentive Scheme will not cause any dilution of the shareholding of our Shareholders after the **[REDACTED]** given all Shares under the Employee Incentive Scheme has been issued to the Employee Ownership Platforms.

As of the Latest Practicable Date, our Shares were held as to approximately 14.73% and 1.73% by Xi'an Youai and Youai Hezhi, respectively. Participants under the Employee Incentive Scheme hold interests through the Employee Shareholding Platforms as limited partners of the respective Employee Shareholding Platforms. See "History, Development and Corporate Structure — Employee Ownership Platforms" for further details.

1. Number of underlying Shares subject to the Employee Incentive Scheme

As of the Latest Practicable Date, our Company had established the Employee Shareholding Platforms pursuant to the Employee Incentive Scheme, which in total held 4,013,065 Shares, representing in aggregate approximately 16.46% of our Shares in issue immediately before the completion of the **[REDACTED]** and approximately **[REDACTED]**% of our Shares immediately upon completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised). All Shares underlying the awards granted under Employee Incentive Scheme have been allotted and issued and are held by the Employee Shareholding Platforms. No further awards would be granted under the Employee

Incentive Scheme, nor would any new Shares be issued pursuant to the Employee Incentive Scheme after **[REDACTED]**. Accordingly, the awards granted under the Employee Incentive Scheme will not cause any dilution effect on the shareholdings of our Shareholders nor have any impact on the earnings per Share.

2. Objectives

The purposes of the Employee Incentive Scheme are to improve our employee incentive mechanism and enhance the sense of responsibility and mission of our Company's employees, so as to align employees' interests with our development goals and promote our sustainable development and profitability.

3. Participants

Participants of the Employee Incentive Scheme include our core employees, senior management members and employees who have made significant contributions to our Group. The participants are limited partners of the Employee Shareholding Platforms, and indirectly receive economic interest in the corresponding number of underlying Shares held by the Employee Shareholding Platforms.

4. Administration

The Employee Shareholding Platforms are established for the purpose of administering awards granted under the Employee Incentive Scheme. The respective general partner of the Employee Shareholding Platforms is the decision-maker in relation to the partnership's overall management and operations.

5. Lock-up Arrangements

Prior to **[REDACTED]**, participants of the Employee Incentive Scheme shall not directly or indirectly transfer their partnership interests in the Employee Shareholding Platforms without the consent of the Employee Shareholding Platforms' respective general partner. If consent is obtained, the relevant Employee Shareholding Platform, general partner or other designated participants of the Employee Incentive Scheme shall repurchase or acquire the relevant partnership interest, as the case may be.

After **[REDACTED]**, no transfer of the underlying Shares held by the Employee Shareholding Platforms shall be made within 12 months from the date of Listing. In addition, participants of the Employee Incentive Scheme shall comply with lock-up arrangements under the respective partnership agreements of the Employee Shareholding Platforms.

E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to impose on our Company or our subsidiaries.

2. Litigation

Saved as disclosed in this document, to the knowledge of our Directors, no member of our Group has significant litigation or claims pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor has made an application on behalf of our Company to the Stock Exchange for the listing of, and permission to deal in, the H Shares to be converted from Unlisted Shares and the H Shares to be issued pursuant to the **[REDACTED]**. The Sole Sponsor will receive a fee of US$1,000,000 for acting as the sponsor for **[REDACTED]**.

4. Qualification and Consents of Experts

The qualifications of the experts who have given opinions or advice in this document are as follows:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	Licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Global Law Office	Legal adviser to our Company as to the PRC laws
Frost & Sullivan	Independent industry consultant

Each of the experts has given and has not withdrawn its written consents to the issue of this document with the inclusion of its reports, letters, opinions or summaries of opinions (as the case may be) and the references to its names and logos included herein in the form and context in which it is respectively included.

Save as disclosed in this document, as of the Latest Practicable Date, none of the experts named above has any of our shareholding interests in any member of our Group or rights (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities in any member of our Group.

5. Compliance Advisor

Our Company has appointed Rainbow Capital (HK) Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

6. Taxation of Holders of H Shares

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.10% on the higher of the consideration for or the market value of the H Shares, will be payable by the purchaser on every purchase and by the seller on every sale of any Hong Kong securities, including H Shares (in other words, a total of 0.20% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed stamp duty of HK$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

7. Binding Effect

This document shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

8. 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).

9. Promoters

The promoters of our Company comprised all of the 26 then shareholders of our Company as of September 10, 2025 before our conversion into a joint stock company with limited liability. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or benefits have been paid, allotted or given, or are proposed to be paid, allotted or given to the promoters named above in connection with the **[REDACTED]** or the related transactions described in this document.

10. Preliminary Expenses

Our Company did not incur any material preliminary expenses.

11. No Material Adverse Change

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

12. Miscellaneous

(a) within the two years immediately preceding the date of this document:

(i) save as disclosed in "History, Development and Corporate Structure" in this document, no share or loan capital of our Company or our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or for a consideration other than cash;

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

(iii) save as disclosed in "**[REDACTED]** — **[REDACTED]** Arrangements and Expenses — Commissions and Expenses" in this document, no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or our subsidiaries; and

(iv) save as disclosed in "**[REDACTED]** — **[REDACTED]** Arrangements and Expenses — Commissions and Expenses" in this document, no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or our subsidiaries;

(b) there are no founder, management or deferred shares nor any debentures in our Company or our subsidiaries;

(c) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;

(d) no company within our Group is presently listed on any stock exchange or traded on any trading system;

(e) all necessary arrangements have been made to enable our H Shares to be admitted into CCASS for clearing and settlement;

(f) our Company has no outstanding convertible debt securities or debentures;

(g) there is no arrangement under which future dividends are waived or agreed to be waived, and there is no restriction affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong; and

(h) none of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought.