A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

The predecessor of our Company was established in the PRC as a limited liability company on 7 March 1996. On 15 September 2006, it was converted into a joint stock company with limited liability under the PRC Company Law. Since 28 January 2010, our A Shares have been listed on the Shenzhen Stock Exchange (stock code: 002345.SZ). Our registered office is located at Office Tower, Chaohongji Plaza, No. 98, Nanbin Road, Haojiang District, Shantou, Guangdong Province, China.

We have established a principal place of business in Hong Kong at 40/F, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong, and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 20 August 2025 under the same address. Ms. Oh Sim Yee has been appointed as our authorised representative for the acceptance of service of process and notices on our behalf in Hong Kong. The address for service of process on the Company in Hong Kong is the same as its principal place of business in Hong Kong as set out above.

As we were 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 PRC Law and of the Articles of Association is set out in "Regulatory Overview" and Appendix V, respectively.

2. Changes in the share capital of our Company and our Major Subsidiaries

Our subsidiaries are referred to in Note 1 to Part II of the Accountants' Report, the text of which is set out in Appendix I. Save for the subsidiaries mentioned in the Accountants' Report, we do not have any other subsidiaries.

We have applied to the Stock Exchange for, and the Stock Exchange [has granted] us a waiver from strict compliance with the requirements of paragraph 26 of Appendix D1A to the Listing Rules in relation to the disclosure of information relating to the changes in the share capital of any member of our Group within the two years immediately preceding the date of this document. For details, see "Waivers from strict compliance with the Listing — Waiver in respect of alteration in share capital" in this document.

The following alterations in the share capital of our Major Subsidiaries have taken place within the two years immediately preceding the date of this document:

Guangdong Fion

On 28 February 2023, the registered capital of Guangdong Fion was increased from RMB75,000,000 to RMB85,227,272. On 19 January 2026, the registered capital of Guangdong Fion was decreased from RMB85,227,272 to 79,261,364. Guangdong Fion is owned as to approximately 94.62% by our Company.

Save as disclosed above, there have been no alterations in the share capital of our Major Subsidiaries within the two years immediately preceding the date of this document.

Huizhou Fion

On 7 November 2023, we deregistered Huizhou Fion, which was a limited liability company established in the PRC on 15 December 2008, with a registered capital of RMB5,000,000.

Beijing CHJ

On 18 March 2026, we deregistered Beijing CHJ, which was a limited liability company established in the PRC on 4 January 2015, with a registered capital of RMB1,000,000.

3. The Shareholders' Resolutions of Our Company

At the extraordinary general meeting of our Company held on 25 June 2025, the following resolutions, among other things, were duly passed:

(a) the issue by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be **[REDACTED]** on the Hong Kong **[REDACTED]**;

(b) the proposed number of H Shares to be **[REDACTED]** shall not exceed 15% of the total issued number of shares as enlarged by the H Shares to be issued pursuant to the **[REDACTED]** (before the exercise of the **[REDACTED]**). The number of H Shares which may be issued pursuant to the full exercise of the **[REDACTED]** shall not exceed 15% of the total number of H Shares to be offered initially pursuant to the **[REDACTED]**;

(c) authorisation of the Board and its authorised persons to handle all matters relating to, among other things, the **[REDACTED]**, the issue and **[REDACTED]** of the H Shares on the Hong Kong **[REDACTED]**; and

(d) subject to the completion of the **[REDACTED]**, the conditional adoption of the revised Articles of Association, which shall become effective on the **[REDACTED]**.

4. Restrictions on Share Repurchase

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

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of our Material Contracts

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

(a) the equity transfer agreement (股權轉讓協議書) dated 16 May 2024, entered into by and between Mr. Zhang Tianbing, and our Company, pursuant to which our Company agreed to purchase and Mr. Zhang Tianbing agreed to sell 19.9999% equity interests in Guangdong Chaohui at a total consideration of RMB20.26 million; and

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

2. Material intellectual property rights of our Group

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

(a) Trademarks

(i) Registered Trademarks

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

No.	Trademark	Registered Owner	Class	Place of Registration	Trademark Registration Number
1.	CHJ 潮宏基 CHJ JEWELLERY	Our Company	14	PRC	6328542
2.		Our Company	14, 20, 21, 25, 26, 39, 42	PRC	9971551, 9971712, 9971753, 9971780, 9971817, 9971861, 9971896
3.	潮宏基	Our Company	14, 20, 21, 24, 25, 26, 39, 42, 44	PRC	9978293, 9984175, 9984213, 9972027, 9972046, 9978228, 9978263, 9978324, 35326108
4.	CHJ 潮宏基	Our Company	3	PRC	15150930
5.	CHJ JEWELLERY	Our Company	14, 39, 42	PRC	9983967, 9984106, 9984065
6.	潮 CHAO	Our Company	14	PRC	33514645
7.	潮宏基	Our Company	35	PRC	59328770
8.	CHJ JEWELLERY	Our Company	35	PRC	59341361
9.	CHJ 潮宏基	Our Company	14	PRC	15459926
10.	Soufflé · CHJ JEWELLERY ·	Our Company	14	PRC	15150932
11.	CHJ 潮宏基	Our Company	14	WIPO	1288345
12.	CHJ 潮宏基	Our Company	14	Macao	N/093260
13.	CHJ 潮宏基	Our Company	35	Indonesia	IDM000567912

No.	Trademark	Registered Owner	Class	Place of Registration	Trademark Registration Number
14.	CHJ JEWELLERY	Our Company	42	Philippines	1806807 (WIPO)
15.		Our Company	35	Malaysia	TM2024014556
16.		Our Company	42	Malaysia	TM2024014555
17.	FION	Fion (Asia Pacific)	3	PRC	51769539
18.	潮宏基	Our Company	14	Philippines	1806585 (WIPO)
19.		Our Company	14	Philippines	1806151 (WIPO)
20.	菲安妮	Fion (Asia Pacific)	18	PRC	674965
21.	FION	Fion (Asia Pacific)	25	PRC	1165939
22.	FION	Fion (Asia Pacific)	14, 18	PRC	Type 18: 3539874 Type 14: 15384174
23.	FION 菲安妮	Fion (Asia Pacific)	35	PRC	1397938
24.	FION	Fion (Asia Pacific)	18	PRC	2002780
25.	FION The way you are	Fion (Asia Pacific)	9, 14, 18, 15	PRC	Type 9: 8928853 Type 14: 8928852 Type 18: 8928863 Type 15: 8928862
26.		Fion (Asia Pacific)	18	PRC	15928794
27.	FION MAISON	Fion (Asia Pacific)	16	PRC	24783524
28.	FION	Fion (Asia Pacific)	3, 9, 16, 21, 35, 24, 27	PRC	Type 3: 24783233 Type 9: 24783232 Type 16: 24783231 Type 21: 24783230 Type 35: 24783229 Type 24: 51959536 Type 27: 53651368
29.		Fion (Asia Pacific)	21	PRC	30713049
30.		Fion (Asia Pacific)	18	PRC	52093098
31.	FION SINCE 1979	Fion (Asia Pacific)	18, 25	PRC	18: 56902119 25: 56904438

No.	Trademark	Registered Owner	Class	Place of Registration	Trademark Registration Number
32.	FION	Fion (Asia Pacific)	10, 18	PRC	Type 18: 69791972 Type 10: 74043696
33.	FION	Fion (Asia Pacific)	25	PRC	74026627
34.	FION HOMME	Fion (Asia Pacific)	20	PRC	73584207
35.	观野	Fion (Asia Pacific)	18, 25	PRC	Type 25: 74470671 Type 18: 78629439
36.	观野	Fion (Asia Pacific)	18, 26	PRC	Type 18: 75548903 Type 26: 75543769
37.	GUANYE by FION	Fion (Asia Pacific)	18, 25, 26	PRC	Type 18: 75526652 Type 25: 75526650 Type 26: 75543774
38.		Our Company	14	PRC	64511223
		Our Company	16	PRC	64530551
		Our Company	40	PRC	64533402
39.		Our Company	41	PRC	64530521
40.	臻宝	Our Company	41	PRC	64518744
41.	Soufflé	Our Company	14	PRC	74357308
42.	Soufflé Gift of Love	Our Company	14	PRC	74362883
43.	花丝风雨桥	Our Company	14	PRC	76814104
44.	花丝云起	Our Company	14	PRC	76902238
45.	Soufflé	CHJ Jewellery	3	PRC	15150930
46.	CHJ 潮宏基 CHJ JEWELLERY	Our Company	14	PRC	3575029
47.	潮宏基	Our Company	14	Hong Kong	303212153
48.	GUANYE	Fion (Asia Pacific)	18	PRC	78631926

(ii) Trademarks Pending Registration

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

No.	Trademark	Registered Owner	Class	Place of Registration
1	CHJ JEWELLERY	Our Company	14	The Philippines
2		Our Company	14	The Philippines
3	CHJ JEWELLERY	Our Company	14	Madrid Protocol (Thailand, Cambodia, the Philippines)
4	潮宏基	Our Company	14	Madrid Protocol (Thailand, Cambodia, the Philippines)
5		Our Company	14	Madrid Protocol (Thailand, Cambodia, the Philippines)

(b) Patents

(i) Registered Patents

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

No.	Patent	Patent Owner	Patent Category	Place of Registration	Patent Registration No.
1.	Formulations and methods of preparing jewellery cleaners (首飾清潔劑的配方和製備方法)	our Company	Invention patent	PRC	2012101859028
2.	Formulation and preparation of purple K-gold (紫色K金的配方和製備方法)	our Company	Invention patent	PRC	2012101859032
3.	A method of setting broken diamonds and its auxiliary tool (一種碎鑽拼鑲方法及其輔助工具)	our Company	Invention patent	PRC	201210566778X
4.	A jewellery engraving machine (一種首飾雕刻機)	our Company	Invention patent	PRC	2012105681452
5.	An enamel for surface coating of precious metal jewellery (一種用於貴金屬飾品表面塗層的珐琅)	our Company	Invention patent	PRC	2012105784317
6.	Processing method for improving the hardness of gold products and its equipment (提高黃金製品硬度的加工方法及其設備)	our Company	Invention patent	PRC	2015110335754
7.	Method and apparatus for processing projection surfaces (投影曲面的加工方法及裝置)	our Company	Invention patent	PRC	202110792635X
8.	Connection device, precious metal container having the connection device, and precious metal teapot (連接裝置、具有該連接裝置的貴金屬容器及貴金屬茶壺)	our Company	Invention patent	PRC	2020101514597
9.	A kind of jewellery containing a notch that can be opened and closed (一種含有可開合缺口的首飾)	our Company	Utility model patent	PRC	2018208723515

No.	Patent	Patent Owner	Patent Category	Place of Registration	Patent Registration No.
10.	A kind of component support mechanism for seamless composite of precious metal (一種貴金屬無縫複合用部件支撐機構)	our Company	Utility model patent	PRC	2018216320535
11.	A positioning jig for diamond underlay production (一種鑽石底嵌式鑲嵌生產用定位夾具)	our Company	Utility model patent	PRC	2018216324165
12.	A kind of wire thickness checker for precious metal wire weaving processing (一種貴金屬絲編織加工用金屬絲厚度檢具)	our Company	Utility model patent	PRC	2018216324199
13.	A kind of counterpoint welding and fixing tooling for fine gold needle leaf processing (一種細金針葉加工用對點焊接固定工裝)	our Company	Utility model patent	PRC	2018216324184
14.	A kind of ring (一種戒指)	潮宏基珠寶	Utility model patent	PRC	2019211556705
15.	Heat-resistant hard carrying handle and metal kettle having such heat-resistant hard carrying handle (阻熱硬提手及具有該阻熱硬提手的金屬煮水壺)	our Company	Utility model patent	PRC	2020202383555
16.	Kettle with open spout (具有開放式壺嘴的水壺)	our Company	Utility model patent	PRC	2020202663927
17.	Connection device, precious metal container having the connection device, and precious metal teapot (連接裝置、具有該連接裝置的貴金屬容器及貴金屬茶壺)	our Company	Utility model patent	PRC	202020265900X
18.	A decorative accessory with a flow effect (一種具有流光效果的裝飾配件)	our Company	Utility model patent	PRC	2021213055154
19.	A jewellery polishing device with dust removal function (一種具有除塵功能的珠寶打磨裝置)	our Company	Utility model patent	PRC	2020215047478
20.	A jewellery cleaning device for processing (一種加工用的珠寶清洗裝置)	our Company	Utility model patent	PRC	2020215066854

No.	Patent	Patent Owner	Patent Category	Place of Registration	Patent Registration No.
21.	A cleaning device for jewellery (一種珠寶用清理裝置)	our Company	Utility model patent	PRC	2021217141676
22.	A hollow metal jewellery moulding device (一種中空金屬飾品成型裝置)	our Company	Utility model patent	PRC	2021227940143
23.	Jewellery processing equipment (珠寶加工裝置)	our Company	Utility model patent	PRC	2021229223817
24.	A precious metal jewellery processing device and jewellery (一種貴金屬飾品加工裝置及飾品)	our Company	Utility model patent	PRC	2021229821312
25.	A bracelet (一種手鐲)	潮宏基珠寶	Utility model patent	PRC	202320857705X
26.	A new kind of imitation diamond structure and its jewellery (一種新型仿鑽結構及其飾品)	our Company	Utility model patent	PRC	2023222644161
27.	An enamelled jewellery with a jewel-like lustre (一種具有寶石光澤的珐琅飾品)	our Company	Utility model patent	PRC	2024205490383
28.	A kind of scale pendant and jewellery (一種鱗狀吊墜及首飾)	our Company	Utility model patent	PRC	2024205920767
29.	A kind of material different alloy class splicing mould (一種材料相异合金類拼接模具)	our Company	Utility model patent	PRC	2024202360034
30.	A kind of in-mould injection moulding hard metal inlays fixtures (一種模內注塑硬金屬鑲嵌件治具)	our Company	Utility model patent	PRC	2024201738765
31.	A precious metal surface processing velvet effect texture device (一種貴金屬表面加工絨毛效果紋理的裝置)	our Company	Utility model patent	PRC	2024202713657
32.	A high surface finish gold polishing device for multiple reflective surfaces (一種用於多反光面的高表面光潔度黃金拋光裝置)	our Company	Utility model patent	PRC	2024201738727
33.	A kind of CNC stone-setting equipment (一種數控鑲石設備)	our Company	Utility model patent	PRC	202420236002X

No.	Patent	Patent Owner	Patent Category	Place of Registration	Patent Registration No.
34.	A kind of deburring device for precious metal mesh yarn tube weaving processing (一種貴金屬網紗管編織加工用去毛刺裝置)	our Company	Utility model patent	PRC	2024203108892
35.	A precious metal surface processing dazzling visual effect device (一種貴金屬表面加工炫目視覺效果的裝置)	our Company	Utility model patent	PRC	2024202713619

(c) Domain Names

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

No.	Domain Name
1	a002345.com
2	allaboutchj.cn
3	allaboutfashion.cn
4	allaboutjewelry.cn
5	chj.cc
6	chj.me
7	chj002345.com
8	chj2345.com
9	chjchina.com
10	chjgroup.cn
11	chjgroup.com.cn
12	chjgroup.com
13	chjjewellery.cn
14	chjjewellery.com.cn
15	chjjewellery.com
16	chjjewellery.net
17	chjoa.com.cn
18	souffle.com.cn
19	sz002345.com

(d) Literature Copyrights

As at the Latest Practicable Date, we had registered the following literature copyrights which are material to our business:

No.	Literature Name	Place of Registration	Registered Owner
1	CHJ Cai Li Shuang Shou Pendant (潮宏基財利雙收吊墜)	PRC	CHJ Jewellery
2	CHJ Ruyi Jin Gang Chu Pendant (潮宏基如意金剛杵吊墜)	PRC	CHJ Jewellery
3	CHJ Ga Wu He Series Pendant A (潮宏基嘎烏盒系列吊墜A)	PRC	CHJ Jewellery
4	CHJ Ga Wu He Series Pendant B (潮宏基嘎烏盒系列吊墜B)	PRC	CHJ Jewellery
5	CHJ Ga Wu He Series Pendant C (潮宏基嘎烏盒系列吊墜C)	PRC	CHJ Jewellery
6	CHJ Fortune Lock shaped pendant (潮宏基富貴鎖包吊墜)	PRC	CHJ Jewellery
7	CHJ Flying Dragon Playing with a Pearl Pendant (潮宏基飛龍戲珠吊墜)	PRC	CHJ Jewellery
8	CHJ Gourd-shaped Pendant A (潮宏基葫蘆吊墜A)	PRC	CHJ Jewellery
9	CHJ Gourd-shaped Pendant B (潮宏基葫蘆吊墜B)	PRC	CHJ Jewellery
10	CHJ Continuous Fortune Pendant (潮宏基福運連綿吊墜)	PRC	CHJ Jewellery
11	CHJ Bloom and Property Pendant (潮宏基花開富貴吊墜)	PRC	CHJ Jewellery
12	CHJ Eight Blessings Lotus Pendant (潮宏基八瑞相蓮吊墜)	PRC	CHJ Jewellery
13	CHJ Eight-Auspicious-Symbols pendant (潮宏基吉祥八寶吊墜)	PRC	CHJ Jewellery
14	CHJ Bao Xianghua Pendant (潮宏基寶相花吊墜)	PRC	CHJ Jewellery
15	CHJ Zhubao Pingan Bracelet (潮宏基竹報平安手鐲)	PRC	CHJ Jewellery
16	CHJ Continuous Good Luck Bracelet (潮宏基福氣連連手鐲)	PRC	CHJ Jewellery
17	CHJ Qing Sui Series Ring (潮宏基情穗系列戒指)	PRC	CHJ Jewellery
18	CHJ Annual Ring Series Couple Rings (潮宏基年輪系列對戒)	PRC	CHJ Jewellery
19	CHJ Guard Series Couple Rings (潮宏基守護系列對戒)	PRC	CHJ Jewellery
20	CHJ Shunyi Fulian Pendant (潮宏基順意福蓮吊墜)	PRC	CHJ Jewellery
21	CHJ All Things Go Well Bracelet (潮宏基萬事如意手鐲)	PRC	CHJ Jewellery
22	Huasi Wind and Rain Bridge Set A (花絲風雨橋套裝A)	PRC	CHJ Jewellery
23	Huasi Wind and Rain Bridge Set B (花絲風雨橋套裝B)	PRC	CHJ Jewellery
24	Huasi Wind and Rain Bridge Set C (花絲風雨橋套裝C)	PRC	CHJ Jewellery

No.	Literature Name	Place of Registration	Registered Owner
25	Huasi Wind and Rain Bridge Set D (花絲風雨橋套裝D)	PRC	CHJ Jewellery
26	Bamboo Series Necklace (竹系列項鏈)	PRC	CHJ Jewellery
27	"CHJ" Panda Fucai IP image (潮宏基熊貓福財IP形象)	PRC	CHJ Jewellery
28	"CHJ" Panda Fucai IP image (潮宏基熊貓福財IP形象)	PRC	CHJ Jewellery
29	Nine Treasures of Wedding Series Xiangxie Baitou Pendant (婚慶九寶系列相攜白頭吊墜)	PRC	Our Company
30	Nine Treasures of Wedding Series Bainian Haohe Pendant (婚慶九寶系列百年好盒吊墜)	PRC	Our Company
31	Nine Treasures of Wedding Series Jiefa Bainian Pendant (婚慶九寶系列結髮百年吊墜)	PRC	Our Company
32	Nine Treasures of Wedding Series Jingyuan Bihe Pendant (婚慶九寶系列鏡圓璧合吊墜)	PRC	Our Company
33	Nine Treasures of Wedding Series Manzhi Jinxiu Pendant (婚慶九寶系列滿織錦秀吊墜)	PRC	Our Company
34	Nine Treasures of Wedding Series Meiman Suanchou Pendant (婚慶九寶系列美滿算籌吊墜)	PRC	Our Company
35	Nine Treasures of Wedding Series Shishi Ruyi Pendant (婚慶九寶系列事事如意吊墜)	PRC	Our Company
36	Nine Treasures of Wedding Series Xingfu Mandou Pendant (婚慶九寶系列幸福滿斗吊墜)	PRC	Our Company
37	Nine Treasures of Wedding Series Changxiang Sishou Pendant (婚慶九寶系列長相廝守吊墜)	PRC	Our Company
38	CHJ Panda Set (潮宏基熊貓套裝)	PRC	Our Company
39	Zhen Chuan Crafts (臻傳工藝)	PRC	Our Company
40	CHJ Sun and Flower Ring (潮宏基太陽花語戒指)	PRC	Our Company
41	CHJ Four-leaf Clover Series Set C (潮宏基四葉草系列套裝C)	PRC	Our Company
42	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company
43	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company
44	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company
45	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company
46	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company

No.	Literature Name	Place of Registration	Registered Owner
47	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company
48	Zhen Jin ● Fan Hua Series (《臻金 ● 梵華》系列)	PRC	Our Company
49	First Bucket of Gold (第一桶金)	PRC	Guangdong Chaohui
50	Light Bamboo Green Bracelet (輕竹綠手鏈)	PRC	Guangdong Chaohui
51	Xiao Long Bao (小籠包)	PRC	Guangdong Chaohui

(e) Software Copyrights

As at the Latest Practicable Date, we had registered the following software copyright which is material to our business:

No.	Software Name	Place of Registration	Registered Owner
1	CHJ Supply Chain Management System V1.0 (潮鴻基供應鏈管理系統V1.0)	PRC	Our Company
2	CHJ Digital Collectibles E-commerce Business Process Automation and Member Behavior Insight System (數字藏品電商業務流程自動化與會員行為洞察系統)	PRC	Guangdong Chaohui

Save as aforesaid, as at the Latest Practicable Date, there were no other intellectual property rights which were material to our Group's business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares and debentures of our Company and our associated corporations

Save as disclosed below, immediately following the completion of the **[REDACTED]** (assuming that the **[REDACTED]** is not exercised), so far as our Directors are aware, none of our Directors or chief executive has any interests or short positions in our Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong 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 recorded in the register referred to therein or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Hong Kong Listing Rules.

(i) Interest in our Company

Name	Position	Nature of Interest	Class of Shares	Number of Shares(1)	Approximate percentage of shareholding in the total issued Shares immediately prior to the [REDACTED]	Approximate percentage of shareholding in the total issued Shares immediately following the completion of the [REDACTED] (assuming the [REDACTED] are not exercised)
Mr. Liao Muzhi(3)	Non-executive Director	Interest in controlled corporation(2)	A Shares	253,643,040	28.55%	**[REDACTED]**%
		Interest of person acting in concert	A Shares	27,129,690	3.05%	**[REDACTED]**%
		Beneficial owner	A Shares	640,000	0.07%	**[REDACTED]**%
Mr. Liao Chuangbin(3) .	Chairman, executive Director and general manager	Interest of person acting in concert	A Shares	254,391,040	28.63%	**[REDACTED]**%
		Beneficial owner	A Shares	27,021,690	3.04%	**[REDACTED]**%
Mr. Lin Junping(3)	Vice chairman, executive Director and deputy general manager	Interest of person acting in concert	A Shares	281,304,730	31.66%	**[REDACTED]**%
		Beneficial owner	A Shares	108,000	0.01%	**[REDACTED]**%
Mr. Xu Junxiong.	Executive Director and deputy general manager	Beneficial owner	A Shares	450,000	0.05%	**[REDACTED]**%
Mr. Choi Chung Wa Raymond	Executive Director and deputy general manager	Beneficial owner	A Shares	101,500	0.01%	**[REDACTED]**%

Notes:

(1) All interests stated are long positions.

(2) As at the Latest Practicable Date, Shantou CHJ Investment was ultimately owned as to approximately 51.5996% by Mr. Liao Muzhi, approximately 9.1653% by Mr. Lin Junping, approximately 8.2042% by Mr. Liao Chuangbin, approximately 6.1554% by Mr. Zhong Mutian, and approximately 24.8752% by other ten Independent Third Parties. By virtue of the SFO, Mr. Liao Muzhi is deemed to be interested in the Shares in which Shantou CHJ Investment is deemed to be interested upon **[REDACTED]**.

(3) As Mr. Liao Muzhi, Mr. Liao Chuangbin and Mr. Lin Junping (i.e. the Concert Parties) are close relatives (as defined under the Takeovers Code), they are parties in concert for the purposes of the Hong Kong Takeovers Code. As such, as at the Latest Practicable Date, pursuant to the parties acting in concert relationship, each of Mr. Liao Muzhi, Mr. Liao Chuangbin and Mr. Lin Junping, is deemed to be interested in approximately 31.67% of the issued share capital of our Company.

(b) Interests and short positions of the Substantial Shareholders in the Shares of our Company

Save as disclosed in the section headed "Substantial Shareholders" in this document, our Directors are not aware of any person who will, immediately following completion of the **[REDACTED]** (assuming that the **[REDACTED]** is not exercised), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange 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 issued voting shares of our Company.

(c) Interests of the Substantial Shareholders of any Member of Our Group (other than Our Company)

Save as disclosed in the section headed "History and Corporate Structure" in this document and the table below, so far as our Directors are aware, immediately following the completion of the **[REDACTED]**, no persons will, directly or indirectly, be interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of the Group (other than our Company).

Member of our Group	Name of substantial shareholder	Approximate percentage of equity interests held by the substantial shareholder
Born-to-Shine Technology . .	Henan LiLiang Diamond Co., Ltd.* (河南省力量鑽石股份有限公司) (a company listed on Shenzhen Stock Exchange (stock code: 301071.SZ))	20%

Member of our Group	Name of substantial shareholder	Approximate percentage of equity interests held by the substantial shareholder
Shenzhen Lichao Culture Co., Ltd* (深圳禮潮文化有限公司)	Lin Xiaoqing (林曉青)	20%
Born-to-Shine Technology	Weng Weiwei (翁偉煒)	15%

2. Directors' Service Contracts and Letters of Appointment

We [have entered] into a service contract or letter of appointment with each of our Directors in respect of, among other things (i) compliance of relevant laws and regulations; (ii) observance of the Articles of Association; and (iii) provisions on arbitration. The principal particulars of these service contracts and letters of appointment include (i) the term of service; and (ii) are subject to termination in accordance with their respective term. The service contracts or letters of appointment may be renewed in accordance with our Articles of Association and the applicable Hong Kong Listing Rules.

Save as disclosed above, none of our Directors has entered into any service contracts as a director with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

3. Remuneration of Directors

(i) Save as disclosed above, none of our Directors has entered into any service contract with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

(ii) For the three years ended 31 December 2025, the aggregate of the remuneration and benefits in kind payable to our Directors was approximately RMB11.4 million, RMB13.6 million and RMB28.6 million, respectively. Details of our Directors' remuneration are also set out in Note 8 of Appendix I to this document.

(iii) None of our Directors has waived or agreed to waive any emolument for each of the three financial years ended 31 December 2025.

(iv) Save as disclosed herein and in Note 8 of Appendix I to this document, no other emoluments have been paid or are payable, in respect of the years ended 31 December 2023,and 2024 and 2025 by us to our Directors.

(v) Save as disclosed herein, no remuneration was paid by us to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company for each of the three financial years ended 31 December 2025. No compensation was paid by us to, or receivable by, our Directors, former Directors or the five highest-paid individuals for each of the three financial years ended 31 December 2025 for the loss of any office in connection with the management of the affairs of any members of our Group.

(a) Based on the arrangements currently in force, the aggregate of the remuneration and benefits in kind payable to our Directors for the year ending 31 December 2026 is estimated to be approximately RMB17.5 million.

(b) None of our Directors or any past Directors of any members of our Group has been paid any sum of money for the three years ended 31 December 2025 (i) as an inducement to join or upon joining us or (ii) for loss of office as a Director and supervisor of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.

(c) There has been no arrangement under which a Director has waived or agreed to waive any remuneration or benefits in kind for the three years ended 31 December 2025.

(d) None of our Directors has been or is interested in the promotion of, or in the property proposed to be acquired by, us, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him in connection with the promotion or formation of our Company.

4. Fees or commissions received

Save as disclosed in the section headed "History and Corporate Structure" in this document, none of our Directors or any of the persons whose names are listed under the paragraph headed "D. Other Information — 7. Consent of Experts" in this Appendix had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

5. Directors' Competing Interests

Saved as disclosed in this document, none of our Directors is interested in any business apart from our Group's business which competes or is likely to compete, directly or indirectly, with the business of our Group.

6. Disclaimers

Save as disclosed in this document:

(a) none of our Directors has any interests and short positions in the Shares, underlying Shares and debentures of our Company or its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to us and the Hong Kong Stock Exchange, in each case once our Shares are **[REDACTED]** on the Hong Kong Stock Exchange;

(b) none of our Directors or any of the parties listed in the paragraph headed "D. Other Information — 7. Consent of Experts" in this Appendix is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this document, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to us;

(c) save in connection with the **[REDACTED]**, none of our Directors or any of the parties listed in the paragraph headed "D. Other Information — 7. Consent of Experts" of this Appendix is 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;

(d) save in connection with the **[REDACTED]**, none of the parties listed in the paragraph headed "D. Other Information — 7. Consent of Experts" in this Appendix: (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiaries; 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;

(e) taking no account of any Shares which may be taken up under the **[REDACTED]**, so far as is known to any of our Directors, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10.00% 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; and

(f) none of our Directors or their respective associates or any of our Shareholders (who to the knowledge of our Directors owns more than 5.00% of our issued share capital) has any interest in our five largest suppliers or our five largest customers in each year during the Track Record Period.

D. OTHER INFORMATION

1. Estate Duty

We have been advised that no material liability for estate duty under PRC law is likely to fall upon us.

2. Litigation

During the Track Record Period and up to the Latest Practicable Date, saved as disclosed in this document and so far as our Directors are aware, no litigation, arbitration proceedings or claim of material importance (to our Group's financial condition or results of operation) is pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor has made an application on our behalf to the **[REDACTED]** for the **[REDACTED]** of, and permission to deal in, the Shares in issue and to be issued as mentioned in this document (including any H 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 Hong Kong Listing Rules. The fees to the Sole Sponsor are approximately US$500,000 and will be borne by our Company.

4. Preliminary expenses

We did not incur any material preliminary expenses in relation to the incorporation of our Company.

5. Promoters

Information of our promoters as at the time of our Company's conversion into a joint stock company on 15 September 2006 is as follows:

No.	Name
1	Shantou CHJ Investment
2	Eastern Crown
3	Win Crown
4	Hebei Hua'an
5	Shenzhen Xina

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 is proposed to be paid, allotted or given to any promoters in connection with the **[REDACTED]** and the related transactions described in this document.

6. Qualification of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

Name	Qualifications
CITIC Securities (Hong Kong) Limited	A licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Jingtian & Gongcheng	Legal advisers as to PRC law to our Company
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
AVISTA Valuation Advisory Limited	Property Valuer
ONC Lawyers	Legal advisers as to Hong Kong law in respect of the subsidiaries in Hong Kong
Chooi & Company Advocates & Solicitors	Legal advisers as to Malaysia laws to our Company
Virtus Law LLP	Legal advisers as to Singapore laws to our Company

7. Consent of Experts

Each of the experts named in the paragraph headed "D. Other Information — 6. Qualification of Experts" in this Appendix has given and has not withdrawn its respective written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this document in the form and context in which it is respectively included. Each of the experts named in the paragraph headed "D. Other Information — 6. Qualification of Experts" in this Appendix has given and has not withdrawn its respective written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this document in the form and context in which it is respectively included.

As at the Latest Practicable Date, none of the experts named above has any shareholding interests 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.

8. 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.

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 Hong Kong 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. 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).

E. RELATED PARTY TRANSACTIONS

Our Group entered into the related party transactions within the two years immediately preceding the date of this document as mentioned in Note 39 of Appendix I to this document.

F. MISCELLANEOUS

(a) Save as disclosed in the section headed "History and Corporate Structure" in this document, within the two years immediately preceding the date of this document:

  (i) no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;

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

  (iii) no founders or management or deferred shares of our Company or any of its subsidiaries have been issued or agreed to be issued;

  (iv) no commissions, discounts, brokerages or other special terms have been granted (except in connection with the **[REDACTED]**) or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries; and

  (v) 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 any of its subsidiaries.

(b) Our Group had not issued any debentures nor did it have any outstanding debentures or any convertible debt securities.

(c) Our Directors confirm that:

(i) 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);

(ii) there is no arrangement under which future dividends are waived or agreed to be waived; and

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

(d) All necessary arrangements have been made to enable our H Shares to be admitted into **[REDACTED]** for clearing and settlement.

(e) Save for our A Shares which are listed on the Shenzhen Stock Exchange and the H Shares to be issued in connection with the **[REDACTED]**, none of our equity and debt securities is **[REDACTED]** or dealt with in any other stock exchange nor is any **[REDACTED]** or permission to **[REDACTED]** being or proposed to be sought.