FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of our Company

Our Company was established as a joint stock company in the PRC on April 22, 2019 under the laws of the PRC. As of the Latest Practicable Date, the registered capital of our Company was RMB8,862,824,036 comprising 8,862,824,036 Unlisted Shares with a nominal value of RMB1.00 each.

Our headquarter and principal place of business in the PRC is 2nd Floor, Building B4, Jiulonghu International Enterprise, Headquarters Park (Jiangning Development Zone), No. 19 Suyuan Avenue Jiangning, Nanjing, Jiangsu, China. Our Company has established its principal place of business in Hong Kong at Room 1922, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. We [have been registered] as a non-Hong Kong Company under Part 16 of the Companies Ordinance. Ms. Nelly Au-Yeung, one of our joint company secretaries, has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in "Regulatory Overview" and Appendix III to this Document, respectively.

Changes in the Share Capital of our Company

Save as disclosed in the sections headed "History, Development and Corporate Structure — Major Shareholding Changes of our Company" and "History, Development and Corporate Structure — Pre-[**REDACTED**] Investments" in this Document, there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

Changes in the Share Capital of our Major Subsidiaries

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong 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 — Waiver in Respect of Alteration in Share Capital".

As of the Latest Practicable Date, there have been no alterations in the share capital of our Major Subsidiaries within the two years preceding the date of this Document.

Resolutions of our Shareholders

Pursuant to the extraordinary general meeting of our Shareholders in April 18, 2026, it was resolved, among others, and the following was approved:

(a) the [**REDACTED**] of H Shares with a nominal value of RMB[**REDACTED**] each and the [**REDACTED**] of such H Shares on the Stock Exchange;

(b) the number of H Shares to be [**REDACTED**] pursuant to the [**REDACTED**], and the grant to the [**REDACTED**] of the [**REDACTED**] of not more than [**REDACTED**]% of the number of H Shares [**REDACTED**] pursuant to the [**REDACTED**];

(c) conditional upon completion of the [**REDACTED**], [**REDACTED**] Unlisted Shares held by certain existing Shareholders will be converted into H Shares;

(d) subject to the completion of the [**REDACTED**], the Articles of Association have been approved and adopted, which shall become effective on the [**REDACTED**], and our Board has been authorized to amend the Articles of Association to the extent necessary in accordance with any comments from the relevant regulatory authorities; and

(e) our Board has been authorized to handle all relevant matters relating to, among other things, the implementation of [**REDACTED**] of H Shares and the [**REDACTED**].

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) was entered into by our Group within the two years preceding the date of this Document and is or may be material:

[**REDACTED**]

Intellectual Property Rights

As of the Latest Practicable Date, our Group has registered, or has applied for the registration of the following intellectual property rights which were material to our Group's business.

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	Owner	Registration Number	Place of Registration	Date of Registration	Expiry Date
1 . .	T3 go	39	the Company	40522871	PRC	8/7/2020	8/6/2030
2 . .	T3 go	12	the Company	40521693	PRC	7/21/2021	7/20/2031
3 . .	VDR	39	the Company	46992432	PRC	2/7/2021	2/6/2031
4 . .	领行 T3出行	39	the Company	56185997	PRC	6/7/2023	6/6/2033
5 . .	领行 T3出行	9	the Company	56215291	PRC	6/14/2023	6/13/2033
6 . .	T3 go	9	the Company	56225513	PRC	8/28/2023	8/27/2033
7 . .	VDR	9	the Company	58793721	PRC	2/21/2022	2/20/2032
8 . .	T3出行	9, 35, 39, 42	the Company	305961736	Hong Kong	5/18/2022	5/17/2032
9 . .		9, 35, 39, 42	the Company	305961718	Hong Kong	5/18/2022	5/17/2032
10 . .	T3 go	9, 35, 39, 42	the Company	305961727	Hong Kong	5/18/2022	5/17/2032
11 . .	领行阡陌	9	the Company	76114237	PRC	7/14/2024	7/13/2034
12 . .	领行阡陌	39	the Company	76104693	PRC	8/14/2025	8/13/2035

No.	Trademark	Class	Owner	Registration Number	Place of Registration	Date of Registration	Expiry Date
13 . .		9	the Company	84105469	PRC	11/21/2025	11/20/2035
14 . .		12	the Company	84045676A	PRC	12/28/2025	12/27/2035

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

No.	Trademark	Class	Applicant	Application Number	Place of Application	Application Date
1		9, 12, 16, 25, 28, 35, 39, 42	the Company	307150464	Hong Kong	01/05/2026

Patents

As of the Latest Practicable Date, we are the owner of the following material patents, details of which are as follows:

No.	Patent description	Category	Registered Owner	Place of Registration	Patent Number	Filing Date	Expiry Date
1 . .	A travel order processing method, device and server (一種出行訂單處理方法、裝置及服務器)	Invention	the Company	PRC	201910735547.9	8/9/2019	8/9/2039
2 . .	A boarding point division method and device (一種上車點的劃分方法及裝置)	Invention	the Company	PRC	201911342636.3	12/23/2019	12/23/2039
3 . .	A vehicle scheduling method and device (一種車輛調度方法及裝置)	Invention	the Company	PRC	202010177466.4	3/13/2020	3/13/2040
4 . .	A ride-hailing passenger pickup determination method and device (網約車接人判定方法及裝置)	Invention	the Company	PRC	202011259427.5	11/12/2020	11/12/2040
5 . .	A control method, device, electronic device and storage medium for unmanned vehicles (無人駕駛車輛的控制方法、裝置、電子設備及存儲介質)	Invention	the Company	PRC	202011410339.0	12/3/2020	12/3/2040
6 . .	An order allocation method and device (一種訂單分配方法及裝置)	Invention	the Company	PRC	202110154963.7	2/4/2021	2/4/2041

No.	Patent description	Category	Registered Owner	Place of Registration	Patent Number	Filing Date	Expiry Date
7 . .	A ride-hailing order allocation method, device, electronic device and storage medium (網約車的分配方法、裝置、電子設備及存儲介質)	Invention	the Company	PRC	202110549866.8	5/20/2021	5/20/2041
8 . .	A driving route synchronization method and device (一種行駛路線同步方法及裝置)	Invention	the Company	PRC	202210870675.6	7/22/2022	7/22/2042
9 . .	An autonomous vehicle control method, device, electronic device and storage medium (一種自動駕駛車輛控制方法、裝置、電子設備和存儲介質)	Invention	the Company	PRC	202211272790.X	10/18/2022	10/18/2042
10 . .	A user intention recognition method, a reply generation method, and a server (用戶意圖識別方法、答覆生成方法、以及服務器)	Invention	the Company	PRC	202310906360.7	7/21/2023	7/21/2043

Domain Names

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

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1 . . .	t3cx.cn	the Company	7/9/2023	7/9/2027
2 . . .	t3go.net	the Company	10/12/2023	10/12/2027
3 . . .	t3go.cn	the Company	10/18/2018	10/18/2028
4 . . .	gzlxzx.cn	Guangzhou Lingxing Zhixiang Technology Co., Ltd. (廣州領行智享互聯科技有限公司)	3/20/2025	3/20/2027
5 . . .	jx-ams.cn	Shanghai Jiaxing Automobile Service Co., Ltd. (上海嘉行汽車服務有限公司)	03/31/2021	03/31/2029

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

FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS

Interests of our Directors and chief executive in the 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 and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules:

Interests in the Company

			As of the Latest Practicable Date		Immediately following the [REDACTED] (assuming the [REDACTED] is not exercised)	
Name	Position in the Company	Nature of the interest	Number of Shares held(1)	Approximate percentage of shareholding in the Company	Number of Shares(1)	Approximate percentage of shareholding in our total share capital(2)
Mr. Cui Dayong (崔大勇)	Executive Director and chief executive officer	Beneficial owner	10,594,735	0.12%	[**REDACTED**] Unlisted Shares	[[**REDACTED**]%]
		Interests in controlled corporations(3)	301,579,462	3.40%	[**REDACTED**] Unlisted Shares [**REDACTED**] H Shares	[[**REDACTED**]%]

Notes:

(1) All interests stated are long positions.

(2) The calculation is based on the total number of [**REDACTED**] Unlisted Shares and [**REDACTED**] H Shares in [**REDACTED**] immediately after completion of the [**REDACTED**] since [**REDACTED**] Unlisted Shares will be converted into H Shares and [**REDACTED**] H Shares will be issued pursuant to the [**REDACTED**], assuming that the [**REDACTED**] is not exercised.

(3) As of the Latest Practicable Date, Yunshan Investment, a company held as to 60% by Mr. Cui Dayong, was the general partner of each of Nanjing Lingxing Gongde, Nanjing Lingxing Gongchuang, Nanjing Lingxing Gongying and Xiamen Lingxing Gongda, holding approximately 0.01%, 0.04%, 0.04%, 0.000005% partnership interests, respectively. As such, by virtue of the SFO, Mr. Cui Dayong is deemed to be interested in the Shares held by each of Nanjing Lingxing Gongchuang, Nanjing Lingxing Gongying, Nanjing Lingxing Gongde and Xiamen Lingxing Gongda.

Interests of the substantial shareholders in the Shares

Save as disclosed in "Substantial Shareholders" in this Document, immediately following the completion of the [**REDACTED**] and without taking into account any Shares which may be issued pursuant to the exercise of the [**REDACTED**], our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the 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.

Particulars of Directors' Service Contracts

Each of the Directors [has] entered into a service contract or a letter of appointment with our Company. Save as disclosed above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors in their respective capacities as Directors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

Disclaimers

(a) save as disclosed in the section headed “Substantial Shareholders” in this Document and this section, none of our Directors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [**REDACTED**] on the Stock Exchange;

(b) save as disclosed in the section headed “Substantial Shareholders” in this Document, none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the [**REDACTED**] and the conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be [**REDACTED**] and [**REDACTED**] pursuant to the exercise of the [**REDACTED**]), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;

(c) save as disclosed in the section headed “Business” in this Document, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group for each year/period during the Track Record Period; and

(d) none of our Directors or any of the parties listed in “Qualifications of Experts” of this Appendix is:

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

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

PRE-[REDACTED] SHARE INCENTIVE PLAN

The following is a summary of the principal terms of the Pre-[**REDACTED**] Share Incentive Plan, which is not subject to Chapter 17 of the Listing Rules as it does not involve any further grant of options or share awards by the Company after the [**REDACTED**].

(a) Purpose

The purposes of the Pre-[**REDACTED**] Share Incentive Plan are to enhance the company’s governance, establish effective incentive mechanisms, motivate employees, attract and retain talent, align the interests of shareholders, the company, and employees, and strengthen the company’s core competitiveness.

(b) Eligibility

Options may be granted to employees of our Group who are either (i) senior management, middle management or core technical (business) employees, or (ii) then employees who have made significant contributions to the company’s business development, investment and financing, research and development, and corporate reputation, subject to the Board’s approval.

(c) Types and Sources of Awards

The Pre-[**REDACTED**] Share Incentive Plan provides for the grant of share options ("**Options**") as awards ("**Awards**"), which entitles eligible participants, subject to satisfaction of exercise conditions, to subscribe for partnership interests on Nanjing Lingxing Gongde or equity interest of any SPV which may be established to hold partnership interest in the Employee Incentive Platform, being Nanjing Lingxing Gongde.

(d) Duration

The Pre-[**REDACTED**] Share Incentive Plan shall become effective upon approval by the Shareholders at general meeting and shall remain in effect until the date on which all Options granted to the eligible participants have been fully exercised, subject to a maximum period of 84 months from the date of such approval unless sooner terminated under the provisions of the Pre-[**REDACTED**] Share Incentive Plan ("**Validity Period**").

(e) Administration

The Pre-[**REDACTED**] Share Incentive Plan shall be administered by the Board, or the human resource department or the Office of the Board of the Company as appointed and authorized by the Board (the "**Administrator**"), within the scope of authority granted by the Shareholders at a general meeting.

(f) Maximum Number of Shares

The maximum aggregate number of Shares underlying the Options to be granted by the Company under the Pre-[**REDACTED**] Share Incentive Plan to the eligible participants is 225,409,754.

(g) Lock-Up Period

The Options granted by the Company under the Pre-[**REDACTED**] Share Incentive Plan shall be locked-up for a period of one year from the grant date.

(h) Vesting Schedule

The Awards granted under the Pre-[**REDACTED**] Share Incentive Plan shall be subject to a vesting period of three, four or five years, with one third, one fourth or one fifth of the total number of Awards granted vested in equal annual installments over the vesting period, as specified in the relevant option agreement entered into between the Company and respect grantees (the "**Grantee**s") based on the Grantee's year-end performance appraisal. Any portion of the Options that fail to vest in a particular period shall automatically lapse and may not be carried forward or accumulated to the subsequent vesting window.

(i) Exercise Price

The Board may at its discretion determine the exercise price of the Awards case by case and with reference to factors including the total number of issued Shares of the Company, the price of the most recent round of financing, the net assets value of the Group, and the valuation of the Company, provided that the exercise price shall not be lower than RMB1.00 per Share. The exercise price for each Grantee will be set out specifically in the relevant option agreement entered into between the Company and the Grantee.

(j) Exercise Period

In principle, no Awards granted under the Pre-[**REDACTED**] Share Incentive Plan may be exercised prior to the [**REDACTED**] of the Shares of the Company, unless otherwise required by relevant regulatory authorities or approved by the Board. After the [**REDACTED**], the Company will implement a centralized exercise notification process, with the exercise period specified in the option agreement or as determined by the Boards.

(k) Restrictions on Transfer

The underlying Shares acquired upon exercise of the Options shall be subject to the restrictions under relevant laws, regulations, and the listing rules of the place where the Company's Shares are [**REDACTED**] and such underlying Shares may not be transferred, gifted, split, inherited, mortgaged, or pledged

Outstanding Options

As of the Latest Practicable Date, our Company had granted outstanding Options under the Pre-[**REDACTED**] Share Incentive Plan to 182 grantees to subscribe for an aggregate of 225,409,754 Shares, representing approximately [[**REDACTED**]%] of the total issued share capital immediately after completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), among which all Options were held by our employees and former employees. These Options were granted between April 22, 2021 to September 22, 2025 at nil consideration, with a portion of Shares granted on a catch-up basis in recognition of past contributions with a deemed exercising commencement date ranging from 2019 to 2024. The exercise price of the Options ranges from RMB1 to RMB2.73 per option. The vesting period for all Options is a period from the ending of the vesting period to three to five installments after the grant date, ranging from three years to five years. The exercise period of the Options is the respective designated window determined by the Company's centralized notification, in compliance with the Company's policy, Board approval and regulatory mandates, subject to the Validity Period. As of the Latest Practicable Date, [16,498,966] Shares underlying the Options have been vested. Given all the Shares underlying Options under the Pre-[**REDACTED**] Share Incentive Plan have already been issued to the Employee Incentive Platform as of the Latest Practicable Date, there will not be any dilutive effect to the issued Shares nor any impact on earnings per Share upon full exercise as a result of the operation of the Pre-[**REDACTED**] Share Incentive Plan.

We set forth below the details of the outstanding Options granted pursuant to the Pre-[**REDACTED**] Share Incentive Plan to our Director and senior management and our connected persons as of the Latest Practicable Date:

Name of Grantee	Position held at our Company	Address	Number of Shares subject to the options granted	Dates of Grant	Vesting Period	Exercise Price	Approximate percentage of shareholding immediately following completion of the [REDACTED](1)
						(RMB per Share)	
Director and Senior Management							
Mr. Cui Dayong (崔大勇) .	Executive Director and chief executive officer	Room 1010, Building B4 Jiulonghu International Enterprise Headquarters Park (Jiangning Development Zone) No. 19 Suyuan Avenue Jiangning, Nanjing, Jiangsu China	29,906,405	September 22, 2025	Five years	2.73	[[**REDACTED**]%]

Name of Grantee	Position held at our Company	Address	Number of Shares subject to the options granted	Dates of Grant	Vesting Period	Exercise Price	Approximate percentage of shareholding immediately following completion of the [REDACTED](1)
						(RMB per Share)	
Connected Persons							
Cheng Kai (成凱)	Chief strategy officer and joint company secretary	Room 916, Building B4 Jiulonghu International Enterprise Headquarters Park (Jiangning Development Zone) No. 19 Suyuan Avenue Jiangning, Nanjing, Jiangsu China	18,299,590	September 22, 2025	Five years	2.73	[**[REDACTED]**%]
Xu Yang (徐楊)	Regional general manager	Unit 3, No. 63 Taidong 6th Road, Shibei, Qingdao Shandong, China	1,470,655	September 22, 2025	Three to four years	1.477 to 2.73	[**[REDACTED]**%]
Xu Qinfeng (徐勤峰)	Regional general manager	No. 44, Lane 499, Puxiu Road, Minhang District, Shanghai, China	1,804,048	September 22, 2025	Three to four years	1.477 to 2.73	[**[REDACTED]**%]
Zheng Liangshi (鄭良石)	Financial director	No. 9002 Jinlong Road Moling Jiangning, Nanjing Jiangsu, China	1,880,393	April 22, 2021 and September 22, 2025	Three to four years	1 to 2.73	[**[REDACTED]**%]
Sun Zhan (孫嶄)	Senior director of investor relation	Unit 202, Building 4 No. 18-1 Wenhua Road He'an, Tai'an, Anshan Liaoning, China	2,731,566	April 22, 2021 and September 22, 2025	Three to four years	1 to 2.73	[**[REDACTED]**%]
Guo Hui (郭輝)	Regional general manager	Unit 211, Building 14 Tianquan Xili, Tianshan Road, Hedong Tianjin, China	3,967,573	April 22, 2021 and September 22, 2025	Three to four years	1 to 2.73	[**[REDACTED]**%]

Note:

(1) The calculation is based on the total number of [**REDACTED**] Unlisted Shares and [**REDACTED**] H Shares in [**REDACTED**] immediately after completion of the [**REDACTED**] since [**REDACTED**] Unlisted Shares will be converted into H Shares and [**REDACTED**] H Shares will be issued pursuant to the [**REDACTED**], assuming that the [**REDACTED**] is not exercised.

OTHER INFORMATION

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 subsidiaries under the laws of the PRC.

Litigation

As of the Latest Practicable Date, we were not 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 any member of our Group, that would have a material and adverse effect on our Group's results of operations or financial conditions, taken as a whole.

Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

Promoter

The promoters of the Company are Nanjing Lingxing Investment, Nanjing Lingxing Gongchuang Equity Investment Partnership (Limited Partnership) (南京領行共創股權投資合夥企業(有限合夥)) and Nanjing Lingxing Gongying Equity Investment Partnership (Limited Partnership) (南京領行共贏股權投資合夥企業(有限合夥)). Within the two years immediately preceding the date of this Document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [**REDACTED**] and the related transactions described in this Document.

Taxation of Holders of H Shares

The [**REDACTED**], purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being [**REDACTED**] or transferred.

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 consolidated financial statements of our Group were prepared).

Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this Document are as follows:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	Licensed corporation under the SFO for 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) of the regulated activities as defined under the SFO
China Securities (International) Corporate Finance Company Limited	Licensed corporation under the SFO for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Commerce & Finance Law Offices	Legal adviser to our Company as to PRC law

Name	Qualification
Ernst & Young	Certified Public Accountants Registered Public Interest Entity Auditor
China Insights Industry Consultancy Limited	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries 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.

Consents of Experts

Each of the experts as referred to "Qualifications of Experts" of this Appendix has given and has not withdrawn their respective written consents to the issue of this Document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to the sponsor set out in Rule 3A.07 of the Listing Rules.

The Joint Sponsors have made an [**REDACTED**] on behalf of our Company to the Stock Exchange for the [**REDACTED**] of, and permission to [**REDACTED**] in, the H Shares to be converted from Unlisted Shares and the H Shares to be [**REDACTED**] pursuant to the [**REDACTED**]. Each of the Joint Sponsors will receive a fee of US$500,000 for acting as the sponsor for the [**REDACTED**].

Binding Effect

This Document shall have the effect, if an [**REDACTED**] is made in pursuance of it, 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 so far as applicable.

Bilingual Document

The English and Chinese language versions of this Document are being published separately, in reliance upon exemption provided under section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

(a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the [**REDACTED**] or [**REDACTED**] of any shares of our Company;

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

(c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;

(d) there are no arrangements under which future dividends are waived or agreed to be waived;

(e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;

(f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

(g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;

(h) save as disclosed in the section headed "Regulatory Overview" in this Document, there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;

(i) no part of the equity or debt securities of our Company, if any, is currently [**REDACTED**] on or [**REDACTED**] in on any stock exchange or trading system, and no such [**REDACTED**] or permission to [**REDACTED**] on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;

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

(k) our Company is a joint stock limited company and is subject to the PRC Company Law; and

(l) 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 Listing Rules.