

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Incorporation of Our Company

Our Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on June 14, 2017. Our registered office is at P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands. Our Company’s corporate structure and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Articles of Association is set out in Appendix III to this Document.

Our headquarters and principal place of business in the PRC are at 15th Floor, Wanshuo Building, 198 Jingzhou Road, Yangpu District, Shanghai, PRC. Our Company [has been] registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Our principal place of business in Hong Kong is at Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay. Ms. Choi Man Yee (蔡敏儀) has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

#### 2. Changes in the Share Capital of Our Company

Save as disclosed in the section headed “History, Development and Corporate Structure”, there has been no alternation in the share capital of our Company within 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 principal subsidiaries is set out in note 39 to the Accountants’ Report as set out in Appendix I to this Document.

The following sets out the changes in the share capital of our subsidiaries within the two years immediately preceding the date of this Document:

On September 30, 2024, XTransfer UK Limited increased its share capital from £1,100,000 to £1,650,000.

On October 29, 2024, XTransfer B.V. increased its share capital from €500,000,00 to €3,041,119,00.

On December 13, 2024, Shanghai Duochang Network Technology Co., Ltd. (上海奪暢網絡技術有限公司) increased its share capital from RMB800,000,000 to RMB1,800,000,000.

On December 18, 2024, XTransfer Inc. increased its share capital from US\$5,005,000 to US\$7,005,000.

On January 15, 2025, Shanghai Anxincheng Network Technology Co., Ltd. (上海安信成網絡技術有限公司) increased its share capital from RMB100,000,000 to RMB300,000,000.

On August 4, 2025, Shanghai Anxinhui Payment Co., Ltd. (上海安信匯支付有限公司) increased its share capital from RMB130,500,000 to RMB208,170,000.

On August 22, 2025, XTransfer Sdn. Bhd. increased its share capital from MYR2,001,000 to MYR8,997,070.

On December 31, 2025, XTransfer Pte. Ltd. increased its share capital S\$3,000,000 to S\$20,000,000.

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On January 16, 2026, Shanghai Duoqing Network Technology Co., Ltd. (上海奪境網絡技術有限公司) increased its share capital from RMB150,000,000 to RMB500,000,000.

On February 3, 2026, Shanghai Duochang Network Technology Co., Ltd. (上海奪暢網絡技術有限公司) increased its share capital from RMB1,800,000,000 to RMB3,000,000,000.

On February 3, 2026, Shanghai Anxincheng Network Technology Co., Ltd. (上海安信成網絡技術有限公司) increased its share capital from RMB300,000,000 to RMB1,000,000,000.

On March 31, 2026, XTransfer UK Limited increased its share capital from £1,650,000 to £3,450,000.

On March 31, 2026, XTransfer B.V. increased its share capital from €3,041,119.00 to €7,541,119.00.

On March 31, 2026, XTransfer Inc. increased its share capital from US\$7,005,000 to US\$9,005,000.

On April 7, 2026, XTransfer Global Pte. Ltd. increased its share capital from SGD1,000,000 to SGD7,500,000.

Save as disclosed above, there has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this Document.

### 4. Resolutions of Our Shareholders

Pursuant to an extraordinary Shareholders’ meeting on [●], our Shareholders resolved that, among others:

- (a) the Memorandum and the Articles of Association were approved and adopted conditional upon [REDACTED];
- (b) the [REDACTED] and the [REDACTED] were approved;
- (c) a general unconditional mandate be given to our Directors to exercise all powers of our Company to (i) allot, issue and deal with Class B Ordinary Shares or securities convertible into Class B Ordinary Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares), and (ii) sell and/or transfer Class B Ordinary Shares out of treasury that are held as treasury shares, which might require Shares to be allotted, issued, dealt with, sold and/or transferred out of treasury, otherwise than by way of the [REDACTED], rights issue, pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by our Company from time to time, or allotment and issue of Class B Ordinary Shares in lieu of the whole or part of a dividend on Class B Ordinary Shares in accordance with the Memorandum and the Articles of Association on a specific authority granted by our Shareholders at general meetings, provided that such number of Shares shall not exceed 20% of the total number of the Shares in issue immediately following completion of the [REDACTED] (excluding (i) any Class B Ordinary Shares which may be issued pursuant to the exercise of the [REDACTED], (ii) any additional Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan and (iii) any treasury shares);
- (d) a general unconditional mandate (the “**Repurchase Mandate**”) be given to our Directors to exercise all powers of our Company to repurchase Class B Ordinary Shares on the Stock Exchange or on any other stock exchange on which the Class B Ordinary Shares may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, provided that such number of Shares shall not exceed 10% of the total number of the Shares in issue immediately following completion of the [REDACTED] (excluding (i) any Class B Ordinary Shares which may be issued pursuant to the exercise of the [REDACTED], (ii) any additional Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan and (iii) any treasury shares);

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- (e) the general unconditional mandate as mentioned in paragraph (c) above be extended by the addition to the aggregate nominal value of the Class B Ordinary Shares which may be allotted, issued, dealt with, sold and/or transferred out of treasury or agreed to be allotted, issued, dealt with, sold and/or transferred out of treasury by our Directors pursuant to such general unconditional mandate of an amount representing the aggregate nominal value of the Class B Ordinary Shares repurchased by our Company pursuant to the Repurchase Mandate up to 10% of the total number of the Shares in issue immediately following completion of the [REDACTED] (excluding (i) any Class B Ordinary Shares which may be issued pursuant to the exercise of the [REDACTED], (ii) any additional Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan and (iii) any treasury shares); and
- (f) conditional upon the Listing Committee of the Stock Exchange granting the [REDACTED] of, and permission to [REDACTED] in, the Class B Ordinary Shares and such permission not subsequently having been revoked prior to the commencement of [REDACTED] in the Class B Ordinary Shares on the Stock Exchange, (i) the ordinary shares with a par value of US\$0.000005 held by Mr. Deng through Wormhole Transfer be re-classified and re-designated as Class A Ordinary Shares with a par value of US\$0.000005 each on a one-for-one basis, and (ii) the ordinary shares with a par value of US\$0.000005 each held by Shareholders (other than Wormhole Transfer, the wholly-owned company of Mr. Deng) and the Preferred Shares be re-classified and re-designated as Class B Ordinary Shares with a par value of US\$0.000005 each on a one-for-one basis.

### 5. Repurchases of Our Own Securities

#### (a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary [REDACTED] on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

##### (i) Shareholders' approval

All proposed repurchases of shares (which must be fully paid up) by a company with a primary [REDACTED] on the Stock Exchange must be approved in advance by an ordinary resolution of the Shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to an extraordinary Shareholders' meeting dated [●], the Repurchase Mandate was given to the Directors authorizing any repurchase by our Company of Class B Ordinary Shares on the Stock Exchange or on any other stock exchange on which the securities may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, of not more than 10% of the number of Shares in issue (excluding any treasury shares) immediately following the completion of the [REDACTED] but excluding any Class B Ordinary Shares which may be issued pursuant to the exercise of the [REDACTED] until the conclusion of our next annual general meeting, or the date by which our next annual general meeting is required by the Articles of Association or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first.

##### (ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with our Articles and the applicable laws of Hong Kong and the Cayman Islands. A [REDACTED] company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any repurchases by the Company may be made out of profits or out of the [REDACTED] of a new issue of shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or out of capital, if so

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authorized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the repurchase over the par value of the shares to be repurchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act.

### *(iii) Trading restrictions*

The total number of Class B Ordinary Shares which our Company may repurchase is up to 10% of the total number of our Shares in issue immediately after the completion of the [REDACTED] (excluding (i) any Class B Ordinary Shares which may be issued pursuant to the exercise of the [REDACTED], (ii) any additional Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan and (iii) any treasury shares). Our Company may not issue new Shares, or a sale or transfer of any treasury shares, or announce a proposed issue of new Shares, or a sale or transfer of any treasury shares for a period of 30 days immediately following a share repurchase without the prior approval of the Stock Exchange. For the avoidance of doubt, this restriction will not apply to (i) a new issue of Class B Ordinary Shares, or a sale or transfer of treasury shares under a capitalization issue, (ii) a grant of share awards or options under a share scheme that complies with Chapter 17 of the Listing Rules or a new issue of Shares or a transfer of treasury shares upon vesting or exercise of share awards or options under the share scheme that complies with Chapter 17 of the Listing Rules, and (iii) a new issue of Class B Ordinary Shares or a transfer of treasury shares pursuant to the exercise of warrants, share options or similar instruments requiring the issuer to issue securities which were outstanding prior to the repurchase. Our Company is also prohibited from repurchasing Class B Ordinary Shares on the Stock Exchange if the repurchase would result in the number of [REDACTED] Class B Ordinary Shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. Our Company is required to procure that the broker appointed by our Company to effect a repurchase of Class B Ordinary Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require. As required by the prevailing requirements of the Listing Rules, an issuer shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

### *(iv) Status of repurchased Class B Ordinary Shares*

Following a repurchase of Class B Ordinary Shares, the Company may cancel any repurchased Class B Ordinary Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

### *(v) Suspension of repurchase*

Pursuant to the Listing Rules, our Company may not make any repurchases of Class B Ordinary Shares after inside information has come to its knowledge until the information is made publicly available. In particular, under the requirements of the Listing Rules in force as of the date hereof, during the period of 30 days immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of our Company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and in each case ending on the date of the results announcement, our Company may not repurchase Class B Ordinary Shares on the Stock Exchange unless the circumstances are exceptional.

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In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a [REDACTED] company has breached the Listing Rules.

The Company may not purchase any of its Class B Ordinary Shares on the Stock Exchange for a period of 30 days after any sale or transfer of any treasury shares on the Stock Exchange, without the prior approval of the Stock Exchange.

*(vi) Procedural and reporting requirements*

As required by the Listing Rules, repurchases of Shares on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange business day following any day on which our Company may make a purchase of Shares. The report must state the total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases, and whether the purchased Shares are cancelled following settlement of any such purchase or held as treasury shares, and where applicable, the reasons for any deviation from the intention statement previously disclosed by the Company. In addition, our Company's annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly breakdown of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

*(vii) Core connected persons*

A company is prohibited from knowingly repurchasing securities on the Stock Exchange from a core connected person (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company on the Stock Exchange.

**(b) Reasons and impact for repurchases**

The Directors believe that it is in the best interests of our Company and Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase Class B Ordinary Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit our Company and our Shareholders.

**(c) Funding of repurchases**

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of Hong Kong.

On the basis of the current financial position as disclosed in this Document and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Company as compared with the position disclosed in this Document. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Company which in the opinion of the Directors are from time to time appropriate for our Company.

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### *(d) Interim measures*

For any treasury shares of the Company deposited with [REDACTED] pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to [REDACTED] to vote at general meetings for the treasury shares deposited with [REDACTED];
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from [REDACTED], and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

### *(e) General*

The Company did not hold any treasury shares as of the Latest Practicable Date and will not hold any treasury shares upon [REDACTED]. To the best knowledge of the Directors, neither the explanatory statement contained herein nor the proposed share repurchase has unusual features.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to our Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations in the Cayman Islands.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than such minimum percentage prescribed by the Stock Exchange could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

No core connected person has notified our Company that he or she has a present intention to sell Class B Ordinary Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

## **B. FURTHER INFORMATION ABOUT OUR BUSINESS**

### **1. Summary of Material Contract**

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

- (a) [REDACTED].

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**2. Intellectual Property Rights**

**(a) Trademarks**

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

No.	Trademark	Registered Owner	Registration Number	Places of Registration	Class	Expiry Date
1. . . . .	<b>XTransfer</b>	Shanghai Duohui	306009075	Hong Kong	9, 35, 36, 41 and 42	2032-07-12
2. . . . .		Shanghai Duohui	306022827	Hong Kong	9, 35, 36, 41 and 42	2032-07-27
3. . . . .	安信匯	Shanghai Duochang	57091991	PRC	36	2032-08-20
4. . . . .	安信匯易企結	Shanghai Duochang	69064518	PRC	36	2033-07-27

**(b) Patents**

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

No.	Patent	Application Number	Type	Place of Application for Registration	Application Date
1. . . . .	A knowledge question answering method, apparatus, electronic device, and readable storage medium (一種知識問答方法、裝置、電子設備及可讀存儲介質)	CN202510959276.0	Invention Announcement	PRC	2025-07-11
2. . . . .	A model training, content delivery method, apparatus, medium, and device (一種模型訓練、內容發送方法、裝置、介質和設備)	CN202410040100.0	Invention Announcement	PRC	2024-01-10
3. . . . .	Training methods, code generation methods and devices for code generation models (代碼生成模型的訓練方法、代碼生成方法及裝置)	CN202410039986.7	Invention Announcement	PRC	2024-01-10
4. . . . .	A model training, identity recognition method, apparatus, medium, and device (一種模型訓練、身份識別方法、裝置、介質和設備)	CN202410039866.7	Invention Announcement	PRC	2024-01-10

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No.	Patent	Application Number	Type	Place of Application for Registration	Application Date
5. . . . .	Database query training method and apparatus based on RAG and large models (基於RAG和大模型的數據庫查詢訓練方法及裝置)	CN202510165410.X	Invention Announcement	PRC	2025-02-14
6. . . . .	Personalized Large Language Model Prompt Generation Method Based on Reinforcement Learning Supervision (強化學習監督的個性化大語言模型Prompt生成方法)	CN202411909576.X	Invention Announcement	PRC	2024-12-24
7. . . . .	A smart early warning and anomaly root cause localization scheme that combines multi-dimensional business indicator data (一種結合多維業務指標數據的智能預警和異常根因定位方案)	CN202411852905.1	Invention Announcement	PRC	2024-12-16
8. . . . .	A training method, apparatus, electronic device, and storage medium for a question-answering model (一種問答模型的訓練方法、裝置、電子設備及存儲介質)	CN202511336269.1	Invention Announcement	PRC	2025-09-18
9. . . . .	A cross-modal joint contrastive learning method, device and electronic equipment (一種跨模態聯合對比學習方法、裝置及電子設備)	CN202511192052.8	Invention Announcement	PRC	2025-08-25
10. . . . .	A method, apparatus, electronic device, and storage medium for enhancing a blurred image (一種模糊圖像的增強方法、裝置、電子設備及存儲介質)	CN202511291574.3	Invention Announcement	PRC	2025-09-10

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*(c) Copyrights*

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

<u>No.</u>	<u>Copyright</u>	<u>Registered Owner</u>	<u>Registration Number</u>	<u>Registration Date</u>
1. . . . .	Anxin Customer Fund Management Service Software (安信成客戶資金管理服務軟件)	Shanghai Anxincheng Network Technology Co., Ltd.	2023SR1108806	2023-09-20
2. . . . .	XTransfer Official Software (XTransfer 官方軟件)	Shanghai Duohui	2019SRE016530	2019-07-05
3. . . . .	Duochang Intelligent Risk Control Platform Suspicious Transaction Management Service Software (奪暢智能風控平台可疑交易管理服務軟件)	Shanghai Duochang	2024SR2130083	2024-12-19
4. . . . .	Duochang Anxin Hui Cross-border Payment Management Software (奪暢安信匯跨境收款管理軟件)	Shanghai Duochang	2024SR2129752	2024-12-19
5. . . . .	Duochang Anxinhui Cross-border Transfer Management Software (奪暢安信匯跨境轉賬管理軟件)	Shanghai Duochang	2024SR2123171	2024-12-18
6. . . . .	Duochang Intelligent Platform Customer Management Service Software (奪暢智能平台客戶管理服務軟件)	Shanghai Duochang	2024SR2100450	2024-12-17
7. . . . .	Duochang Enterprise Certification Management Software (奪暢企業認證管理軟件)	Shanghai Duochang	2021SR2113662	2021-12-23
8. . . . .	Duochang Foreign Exchange Settlement and Withdrawal Declaration Service Software (奪暢結匯提現申報服務軟件)	Shanghai Duochang	2021SR1755995	2021-11-16
9. . . . .	Duochang Order Management Service Software (奪暢訂單管理服務軟件)	Shanghai Duochang	2021SR1443792	2021-09-28

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**(d) Domain Names**

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

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1. . . . .	www.xtransfer.com	Shanghai Duohui	2003-08-25	2028-08-25
2. . . . .	www.xtransfer.cn	Shanghai Duohui	2017-05-18	2029-05-18

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

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Disclosure of Interests**

**(a) Interests and short positions of our Directors and chief executive in the share capital of our Company and its associated corporations following completion of the [REDACTED]**

Save as disclosed below, immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan), so far as our Directors are aware, none of our Directors and chief executive has any interest or short positions in our Shares, underlying Shares or debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) 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 Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules:

**Interest in our Company**

Name	Position	Capacity/Nature of interest	Number and Class of Shares held	Approximate percentage of shareholding in the relevant class of Shares <sup>(1)</sup>	Approximate percentage of shareholding in the total issued share capital of our Company <sup>(2)</sup>
Mr. Deng . . . . .	Chairperson of the Board, executive Director and chief executive officer	Interest in controlled corporations <sup>(3)</sup>	78,312,904 Class A Ordinary Shares	[REDACTED]%	[REDACTED]%
Ms. Yao . . . . .	Executive Director and chief risk officer	Interest in controlled corporations <sup>(4)</sup>	28,056,760 Class B Ordinary Shares	[REDACTED]%	[REDACTED]%
Mr. Liu . . . . .	Executive Director and chief technology officer	Interest in controlled corporations <sup>(7)</sup>	22,167,512 Class B Ordinary Shares	[REDACTED]%	[REDACTED]%
Mr. Deng Xianliang . . . . .	Executive Director and joint chief growth officer	Interest in controlled corporations <sup>(6)</sup>	18,282,059 Class B Ordinary Shares	[REDACTED]%	[REDACTED]%
Mr. Zheng . . . . .	Executive Director and joint chief growth officer	Interest in controlled corporations <sup>(5)</sup>	17,999,998 Class B Ordinary Shares	[REDACTED]%	[REDACTED]%

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*Notes:*

- (1) The calculation is based on the total number of 78,312,904 Class A Ordinary Shares and [REDACTED] Class B Ordinary Shares in issue immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan).
- (2) The calculation is based on the total number of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan).
- (3) Wormhole Transfer is wholly owned by Mr. Deng. As such, Mr. Deng is deemed to be interested in the Shares held by Wormhole Transfer upon the completion of the [REDACTED] under the SFO.
- (4) Globe Transfer is wholly owned by Ms. Yao. As such, Ms. Yao is deemed to be interested in the Shares held by Globe Transfer upon the completion of the [REDACTED] under the SFO.
- (5) EWTP Transfer is wholly owned by Mr. Liu. As such, Mr. Liu is deemed to be interested in the Shares held by EWTP Transfer upon the completion of the [REDACTED] under the SFO.
- (6) World Transfer is wholly owned by Mr. Deng Xianliang. As such, Mr. Deng Xianliang is deemed to be interested in the Shares held by World Transfer upon the completion of the [REDACTED] under the SFO.
- (7) Atta Financial is wholly owned by Mr. Zheng. As such, Mr. Zheng is deemed to be interested in the Shares held by Atta Financial upon the completion of the [REDACTED] under the SFO.

***Interest in Associated Corporation***

We set forth below interests and short positions of our Directors in the share capital of XTransfer Philippine Limited Inc., one of our subsidiaries following the completion of the [REDACTED]:

<u>Name</u>	<u>Nature of Interest</u>	<u>Associated corporation</u>	<u>Amount of registered capital/shares held</u>	<u>Approximate percentage of interest in the associated corporation</u>
				(%)
Mr. Deng . .	Beneficial owner	XTransfer Philippine Limited Inc.	1 share	0.000008%
Ms. Yao . . .	Beneficial owner	XTransfer Philippine Limited Inc.	1 share	0.000008%

***(b) Interests of the substantial shareholders in the Shares***

Save as disclosed in “Substantial Shareholders”, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Class B Ordinary Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan), 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.

***(c) Interests of the substantial shareholders in other members of our Group***

Further, as of the Latest Practicable Date, our Directors were not aware of any other persons who would, immediately following the completion of the [REDACTED], be directly or indirectly interested in 10% or more of the issued voting shares of any member of our Group (other than our Company).

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## STATUTORY AND GENERAL INFORMATION

### 2. Particulars of Service Contracts and Letters of Appointment

#### (a) *Executive Directors*

As of the date of this Document, each of our executive Directors [has] entered into a service contract with us for an initial term of three years commencing from the [REDACTED] until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other party not less than one month’s prior notice in writing.

#### (b) *Independent Non-executive Directors*

As of the date of this Document, each of our independent non-executive Directors [has] entered into a letter of appointment with us for an initial term of three years from the [REDACTED] until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other party not less than one month’s prior notice in writing.

### 3. Director’s Remuneration

Save as disclosed in “Directors and Senior Management” in this Document and note 13 to the Accountants’ Report for the three financial years ended December 31, 2023, 2024 and 2025, none of our Directors received other remunerations or benefits in kind from us.

### 4. Disclaimers

Save as disclosed in this Document:

- (a) none of the Directors or chief executive of our Company has any interest or short positions in the Shares, underlying Shares or debentures of our Company or any of its associated corporation (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 (including interests and short positions which he is 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 entered into the register referred to in that section, or 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 as set out in Appendix C3 to the Listing Rules, in each case, once our Class B Ordinary Shares are [REDACTED] on the Stock Exchange;
- (b) 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] (without taking into account any Class B Ordinary Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] or which may be allotted and issued under the Pre-[REDACTED] Equity Incentive Plan), 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) 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; and

## APPENDIX IV

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- (d) none of our Directors or experts referred to in the paragraph headed “— E. Other Information — 6. Qualification of Experts” in 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.

### D. PRE-[REDACTED] EQUITY INCENTIVE PLAN

The following is a summary of the principal terms of the Pre-[REDACTED] Equity Incentive Plan, which was adopted on February 21, 2019 (as amended from time to time). The Pre-[REDACTED] Equity Incentive Plan is not subject to Chapter 17 of the Listing Rules as it does not involve any further grant of options or share awards or other forms of share incentives by the Company after the [REDACTED].

#### (a) Purpose

The purposes of the Pre-[REDACTED] Equity Incentive Plan are to attract and retain the best available personnel, to provide additional incentive to employees, Directors and consultants, and to promote the success of the Company’s business.

#### (b) Shares Subject to the Pre-[REDACTED] Equity Incentive Plan

The maximum aggregate number of Shares which may be issued pursuant to all awards (the “Award(s)”) is 62,278,120 (such number can be increased from time to time as approved by the Company in accordance with the Articles) Ordinary Shares (as appropriately adjusted for share splits, share dividends, combinations, recapitalizations and similar events). As of the Latest Practicable Date, 62,278,120 Ordinary Shares were reserved for the Pre-[REDACTED] Equity Incentive Plan and remained unissued.

#### (c) Administration

The Pre-[REDACTED] Equity Incentive Plan shall be administered by administrators who are persons or committee designated by the chairman of the Board of the Company (the “Administrator”). Once appointed, the Administrator shall continue to serve in its designated capacity until otherwise directed by the chairman of the Board. The chairman of the Board may authorize one or more officers or directors to grant such Awards and may limit such authority as the chairman of the Board determines from time to time.

#### (d) Eligibility

Awards may be granted to employees, Directors and consultants, and those who has been granted an Award, if otherwise eligible, may be eligible for additional Awards.

#### (e) Types of Awards

The Administrator is authorized under the Pre-[REDACTED] Equity Incentive Plan to award any type of Awards that is not inconsistent with the provisions of the Pre-[REDACTED] Equity Incentive Plan and that by its terms involves or might involve the issuance of (i) Shares, (ii) cash or (iii) an Option, a share appreciation right, or similar right.

#### (f) Exercise or purchase price

The exercise or purchase price, if any, for an Award shall be such price as determined by the Administrator.

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### (g) Exercise of Award

Any Award granted under the Pre-[REDACTED] Equity Incentive Plan shall be exercisable at such times and under such conditions as determined by the Administrator under the terms of the Pre-[REDACTED] Equity Incentive Plan and specified in the award agreement. An Award shall be deemed to be exercised when written notice has been given to the Company in accordance with the terms of the Award by the entitled person and full payment for the Shares with respect to which the Award is exercised.

### (h) Termination and Repurchase Rights

Upon termination of the grantee’s continuous service for any reason, all unvested Awards shall be terminated immediately without further effect. To the extent any vested Award is not terminated, following termination of the Grantee’s Continuous Service for any reason, the Company shall have the right to repurchase from the Grantee all or any portion of the vested Awards or the Shares obtained by the Grantee upon exercise of any Awards.

### (i) Duration

The Pre-[REDACTED] Equity Incentive Plan shall become effective upon its approval by the chairman of the Board or shareholders of the Company. It shall continue in effect for a term of ten (10) years unless sooner terminated.

### (j) Outstanding Awards

As of the Latest Practicable Date, our Company had granted outstanding options under the Pre-[REDACTED] Equity Incentive Plan to 1,407 grantees (who are not Directors or other connected person of the Company) to subscribe for an aggregate of 44,755,060 Class B Ordinary Shares, representing approximately [REDACTED]% of the total issued share capital immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised), among which (i) no options were granted to Directors or other connected persons of the Company; and (ii) all 44,755,060 outstanding options were granted to our employees and former employees who were not connected persons of the Company.

These outstanding options were granted between January 2019 and January 2026 with exercise price of US\$0.0005 per Share. The options will be vested after 2 years or 4 years from the grant date. As of the Latest Practicable Date, no Class B Ordinary Shares underlying the options have been vested and transferred to the grantee. The Company will not grant any further options under the Pre-[REDACTED] Equity Incentive Plan on or after the [REDACTED].

### (k) Dilution effect and impact on loss per Share

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised) and assuming exercise of all outstanding options under the Pre-[REDACTED] Equity Incentive Plan, the shareholding of our Shareholders will be diluted by approximately [REDACTED]%. The consequential impact on the earnings per Ordinary Share for the years ended December 31, 2023, 2024 and 2025 is nil, nil and nil, respectively, being the incremental impact to diluted earnings per share, since the options would not be included in the calculation of diluted earnings per share due to anti-dilution.

## E. OTHER INFORMATION

### 1. Litigation

As of the Latest Practicable Date, we were not involved in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened against any member of our Group, which would have a material adverse effect on our Group’s results of operations or financial condition, taken as a whole.

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### 2. Preliminary Expenses

As of the Latest Practicable Date, we have not incurred any material preliminary expense.

### 3. 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.

### 4. Promoters

Our Company has no promoter for the purpose of the Listing Rules. Within the two years immediately preceding the date of this Document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this Document.

### 5. Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive a fee of US\$1,000,000 in aggregate for acting as sponsors to our Company in connection with the [REDACTED].

### 6. Qualification 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 opinions and/or advice in this Document are as follows:

Name	Qualification
UBS Securities Hong Kong Limited . . . . .	A corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited . . . . .	A corporation 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) of the regulated activities as defined under the SFO
King & Wood . . . . .	Legal adviser to our Company as to the PRC laws
Harney Westwood Riegels . . . .	Legal adviser to our Company as to Cayman Islands laws
Deloitte Touche Tohmatsu . . . .	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
China Insights Industry Consultancy Limited . . . . .	Industry consultant

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### 7. Consents

Each of the experts as referred to in the paragraph headed “— E. Other Information — 6. Qualification of Experts” in this appendix has given and has not withdrawn its respective written consents to the issue of this Document with the inclusion of certificates, letters, opinions or reports and the references to its name included herein in the form and context in which they are respectively included.

### 8. No Material Adverse Change

Our Directors have confirmed that, up to the date of this Document, there has been no material adverse change in our financial, operational or trading position, indebtedness, contingent liabilities or prospects since December 31, 2025, being the end date of our latest audited financial statements, and there has been no event since December 31, 2025 that would materially affect the information shown in the Accountants’ Report set out in Appendix I.

### 9. Binding Effect

This Document shall have the effect, if an application is made in pursuance hereof, 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.

### 10. Bilingual Document

The English language and Chinese language versions of this Document are being published separately in reliance upon the 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).

## F. MISCELLANEOUS

Save as otherwise disclosed in this Document:

- (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 issue or sale 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 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;
- (f) 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;
- (g) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong; and
- (h) 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.