

**A. FURTHER INFORMATION ABOUT OUR COMPANY**

**1. Incorporation**

Our Company was established as a limited liability company in the PRC on September 16, 2010, and was converted into a joint stock company with limited liability on December 30, 2021, under the laws of the PRC.

Our principal place of business in Hong Kong is at Room 1928, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong on April 20, 2026. Ms. Chan Hiu Lam has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong whose address for service of process is Room 1928, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.

As the Company was incorporated in the PRC, its operations 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 the Articles of Association is set out in the section headed “Regulatory Overview” and Appendix III, respectively.

**2. Changes in Share Capital of our Company**

Save as disclosed in the section headed “History, Development and Corporate Structure”, there has been no alteration in the share capital of our Company within two years immediately preceding the date of this document.

**3. Resolutions of our Shareholders passed on April 8, 2026**

Pursuant to our Shareholders’ general meeting held on April 8, 2026, the following resolutions, among other things, were duly passed:

- (a) the issue by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares to be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall be no more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of no more than [REDACTED]% of the number of H Shares [REDACTED] pursuant to the [REDACTED];

**APPENDIX V**

**STATUTORY AND GENERAL INFORMATION**

- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and the authorisation to our Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules; and
- (d) authorization of our Board and its authorised person to handle all relevant matters relating to, among other things, the issue and [REDACTED] of the H Shares.

**4. Changes in the Share Capital of our Subsidiaries**

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants’ Report of the Group as set out in Appendix I to this document.

Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC on August 26, 2021, with an initial registered capital of RMB1 million, which was increased to RMB10 million by Our Company on July 24, 2023.

Shanghai Buy Quickly Mega Sports Digital Technologies Co., Ltd. (上海百秋大雲動數字科技有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC on December 18, 2024, with the registered capital of RMB1 million.

Shanghai Z-Venture Retail Digital Technologies Co., Ltd. (上海靈售冒險數字科技有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC on August 7, 2025, with the registered capital of RMB10 million.

Buy Quickly Aochuang Retail (Shanghai) Trading Co., Ltd. (奧創靈售(上海)商貿有限公司), a wholly-owned subsidiary of our Company, was established in Shanghai, the PRC, on October 10, 2025, with the registered capital of RMB5 million.

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

**5. Restrictions on Repurchase of Shares**

Please see “Articles of Association” in Appendix III to this document for further details.

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

**B. FURTHER INFORMATION ABOUT OUR BUSINESS**

**1. Summary of Material Contracts**


Our Group has entered into the following contract(s) (not being the 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) [REDACTED].

**2. Intellectual Property Rights**

**(a) 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	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
1. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	9	69036676	July 7, 2023	July 6, 2033
2. . .	百秋	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	9	13373602	January 21, 2015	January 20, 2035
3. . .	百秋	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	38	69047018	June 28, 2023	June 27, 2033
4. . .	百秋尚美	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	9	66938201	March 14, 2023	March 13, 2033

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
5. . .	<b>百秋尚美</b>	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	35	66951766	March 14, 2023	March 13, 2033
6. . .	<b>百秋尚美</b>	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	42	66935962	March 14, 2023	March 13, 2033
7. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	35	52814346	August 21, 2021	August 20, 2031
8. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	42	52786643	October 21, 2021	October 20, 2031
9. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	38	52786702	August 21, 2021	August 20, 2031
10. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	36	52772181	September 7, 2021	September 6, 2031
11. . .		PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd.(上海百秋新網商數字科技有限公司)	41	52790498	August 21, 2021	August 20, 2031

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
12. . .	BUY QUICKLY BMAX	PRC	Our Company	38	70417308	October 21, 2023	October 20, 2033
13. . .	BUY QUICKLY BMAX	PRC	Our Company	42	70316183	September 28, 2023	September 27, 2033
14. . .	BUY QUICKLY BMAX	PRC	Our Company	35	70309490	September 28, 2023	September 27, 2033
15. . .		PRC	Our Company	35	64167964	December 21, 2022	December 20, 2032
16. . .		PRC	Our Company	9	64163721	December 21, 2022	December 20, 2032
17. . .		PRC	Our Company	38	59320541	March 14, 2022	March 13, 2032
18. . .		PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	35	64551536	February 21, 2024	February 20, 2034
19. . .		PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	35	64551536A	December 28, 2022	December 27, 2032

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Date of Registration	Expiration date
20. . .		PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	39	64542529	November 28, 2022	November 27, 2032
21. . .	新洛杰斯	PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	39	64536738	November 7, 2022	November 6, 2032
22. . .	新洛杰斯	PRC	Shanghai Buy Quickly NewLogis Supply Chain Management Co., Ltd. (上海百秋新洛傑斯供應鏈管理有限公司)	42	64559381	November 7, 2022	November 6, 2032
23. . .	ROMOMO	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	38	65627886	January 7, 2023	January 6, 2033

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

**(b) 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 Name	Category	Patentee	Place of registration	Patent number	Application date
1.	Table Processing Method, Apparatus, Device, and Storage Medium (一種表格處理方法、裝置、設備及介質)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2023105005744	May 6, 2023
2.	Method and System for Processing Expiration Time of Multi-Level Caches Based on SpringCache in an E-commerce Platform (電商平台基於SpringCache的多級緩存失效時間處理方法及系統)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2023116646003	December 6, 2023
3.	A merchant rule-based advertisement bidding adjustment method and system (一種基於商戶自定義規則的廣告競價調整方法及系統)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2021107752146	July 8, 2021
4.	Interface Configuration Method, Apparatus, Device, and Storage Medium (多庫執行同一時任務的方法、裝置、設備及存儲介質)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	2021106853845	June 21, 2021
5.	Validation Tool, Method, Medium, and Device for Interface Integration (應用於接口接入的校驗工具、方法、介質、設備)	Invention patent	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	PRC	202110929963X	August 13, 2021

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

**(c) Copyrights**

*Software Copyrights*

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

No.	Software Name	Place of Registration	Registered holder	Registration number	Registration date
1. . .	Buy Quickly BI Product Attribute Configuration Management Software (百秋BI商品屬性配置管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR0762815	June 4, 2024
2. . .	Buy Quickly BI Sales Performance Dashboard Management Software (百秋BI銷售業績看板管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR0350989	March 5, 2024
3. . .	Romomo Tianshu Data Insight Management Software (容麼麼天樞數據洞察管理軟體)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2024SR1961005	December 3, 2024
4. . .	Romomo Live Streaming Product Release Center Management Software (容麼麼直播商品發布中心管理軟體)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2024SR1952930	December 2, 2024
5. . .	Buy Quickly OMS Intelligent Inventory Management Software (百秋OMS庫存智能管理軟體)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2023SR1146884	September 25, 2023
6. . .	Buy Quickly Member Center Mini Program Management Software (百秋會員中心小程序管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR0764859	June 5, 2024
7. . .	Buy Quickly PIM Video Template Management Software (百秋PIM視頻模板管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1955740	December 2, 2024

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

No.	Software Name	Place of Registration	Registered holder	Registration number	Registration date
8. . .	Romomo CRM Customer Operation Insight Management Software (容麼麼CRM客戶運營洞察管理軟體)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2024SR0784859	June 11, 2024
9. . .	Buy Quickly CRM WeChat Points Mall Management Software (百秋CRM微信積分商城管理軟體)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2024SR0765956	June 5, 2024
10. . .	Buy Quickly CRM Member Center Intelligent Decoration Management Software (百秋CRM會員中心智能裝修管理軟體)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1954725	December 2, 2024
11. . .	Buy Quickly PIM Product Video AI Generation Software (百秋PIM商品視頻AI生成軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR2324038	December 2, 2025
12. . .	Buy Quickly TQA AI Refund Analysis Management Software (百秋TQA AI退款分析管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR1755289	September 11, 2025
13. . .	Buy Quickly Robocomm System Customer Service Management Software (百秋 Robocomm 系統客服管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR2328574	December 2, 2025
14. . .	Buy Quickly TEEA Order Repurchase Insight Automation Management Software (百秋TEEA訂單複購洞察自動化管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1781536	November 14, 2024
15. . .	Romomo Automated Marketing Management Software (容麼麼自動化營銷管理軟件)	PRC	Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司)	2025SR1779882	September 15, 2025

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

No.	Software Name	Place of Registration	Registered holder	Registration number	Registration date
16. . .	Buy Quickly PIM Product Detail Page Intelligent Generation Management Software(百秋 PIM 商品詳情頁智能生成管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2025SR2377324	December 9, 2025
17. . .	Buy Quickly TEEA Customer Service Insight Automation Management Software(百秋 TEEA 客服諮詢洞察自動化管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1781537	November 14, 2024
18. . .	Buy Quickly TEEA Sales Analysis Tmall Insight Automation Management Software(百秋 TEEA 銷售分析天貓洞察自動化管理軟件)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	2024SR1781567	November 14, 2024
19. . .	Buy Quickly MI Market Intelligence Intelligent Analysis Management Software (百秋 MI 市場情報智能分析管理軟件)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2025SR0193095	February 5, 2025
20. . .	Buy Quickly OMS Intelligent Order Aggregation Management Software(百秋 OMS 智能訂單聚合管理軟件)	PRC	Shanghai Buy Quickly E-Vogue Network Services Co., Ltd. (上海百秋智尚網絡服務有限公司)	2025SR2378723	December 9, 2025

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

*Work Copyrights*

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

No.	Work Name	Place of Registration	Registered holder	Registration number	Registration date
1. . .	Biying BUY IN (必映BUY IN)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	國作登字-2024-F-00294340	October 9, 2024
2. . .	Buy Quickly Eagle Totem (百秋鷹圖騰)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	國作登字-2015-F-00248045	November 6, 2015
3. . .	Buy Quickly (百秋)	PRC	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	國作登字-2015-F-00248046	November 6, 2015
4. . .	BQX S-BASE	PRC	Shanghai Z-Venture Retail Digital Technologies Co., Ltd. (上海靈售冒險數字科技有限公司)	國作登字-2025-F-00293203	September 30, 2025
5. . .	《BQX》	PRC	Our Company	國作登字-2023-F-00302283	December 18, 2023
6. . .	Buy Quickly Year of the Rabbit Limited Digital IP (百秋兔年限定數字IP)	PRC	Our Company	國作登字-2023-I-00050817	March 27, 2023
7. . .	BQ	PRC	Our Company	國作登字-2023-F-00041839	March 3, 2023
8. . .	Futail (百秋新一代全域零售管理服務平台)	PRC	Our Company	國作登字-2023-F-00041835	March 3, 2023
9. . .	BUY QUICKLY	PRC	Our Company	國作登字-2023-F-00041840	March 3, 2023
10. . .	Zhimei Breakout (智美出圈)	PRC	Shanghai Buy Quickly E-Beauty Network Services Co., Ltd. (上海百秋智美網絡服務有限公司)	國作登字-2024-F-00029210	January 29, 2024

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

**(d) Domain names**

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

<u>No.</u>	<u>Domain Name</u>	<u>Registrant</u>	<u>Expiration date</u>
1.	<u>buyquickly.com</u>	Shanghai Buy Quickly E-Commerce Digital Technologies Co., Ltd. (上海百秋新網商數字科技有限公司)	July 16, 2034

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents or intellectual which were material in relation to our business.

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

**1. Disclosure of interest**

**(1) Disclosure of interests of Directors and chief executives of our Company**

Immediately following completion of the [REDACTED] (assuming the [REDACTED] are not exercised), so far as our Directors are aware, the interests or short positions of our Directors and the chief executives in any 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 Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which have been taken or deemed to have been taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register 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 contained in the Listing Rules, will be as follows:

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

(i). *Interest in Shares and Underlying Shares of our Company*

Names	Nature of Interest <sup>(i)</sup>	Numbers and description of Shares	Shares held immediately after the completion of the [REDACTED]	
			% of shareholding in the H shares/ Unlisted shares	% of shareholding in the total issued share capital of our Company
Mr. Liu Zhicheng (劉志成) <sup>(ii)</sup>	Beneficial owner	32,313,896 H Shares	[REDACTED]	[REDACTED]
		21,542,597 Unlisted Shares	[REDACTED]	[REDACTED]
	Interest in a controlled corporation <sup>(ii)</sup>	56,405,280 H Shares	[REDACTED]	[REDACTED]
		37,363,520 Unlisted Shares	[REDACTED]	[REDACTED]
Interests held jointly with other persons <sup>(iii)</sup>	9,987,961 H Shares	[REDACTED]	[REDACTED]	
	6,658,641 Unlisted Shares	[REDACTED]	[REDACTED]	
Mr. Qiu Yuhong (邱玉洪)	Beneficial owner	890,479 H Shares	[REDACTED]	[REDACTED]
		593,833 Unlisted Shares	[REDACTED]	[REDACTED]
	Interest held jointly with other persons <sup>(iii)</sup>	64,154,138 H Shares	[REDACTED]	[REDACTED]
		42,769,425 Unlisted Shares	[REDACTED]	[REDACTED]

*Note:*

- (i) All interests are long position.
- (ii) Each of Buy Quickly YIERYI and Buy Quickly Partner is managed by its general partner, Shanghai Buy Quickly Zhicheng Enterprise Management Co., Ltd. (上海百秋志成企業管理有限公司), which was owned as to 99.99% by Mr. Liu as of the Latest Practicable Date. Therefore, Mr. Liu is deemed to be interested in the share held by Buy Quickly YIERYI and Buy Quickly Partner under the SFO.
- (iii) Pursuant to the acting-in-concert agreement dated December 3, 2020, Mr. Liu, Mr. Hu, Mr. Qiu and Buy Quickly Partner are acting in concert. Therefore, each of Mr. Liu, Mr. Hu, Mr. Qiu and Partner is deemed to be interested in the shares directly held by of each other under the SFO.

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

*(ii) Interest in our associated Corporations*

Name of associated corporations	Name of Directors or Chief Executives	Nature of the Interest <sup>(1)</sup>	Percentage of Interest
Shanghai Romomo Digital Technologies Co., Ltd (上海容麼麼數字科技有限公司) <sup>(2)</sup> . . . . .	Mr. Liu Jiangning (劉江寧)	Beneficial owner Interests in controlled corporation <sup>(3)</sup>	20% 10%

*Notes:*

- (1) All interests are in long position.
- (2) Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司) is one of our subsidiaries. As of the Latest Practicable Date, it was owned as to 70% by our Company.
- (3) As of the Latest Practicable Date, Shanghai Romomo Digital Technologies Co., Ltd. (上海容麼麼數字科技有限公司) was owned as to 10% by Shanghai Momoda Enterprise Management Centre (Limited Partner) (上海麼麼搭企業管理中心) (有限合夥), which was managed by Mr. Liu Jiangning and owned as to 98% by him.

**(2) Substantial Shareholders**

For information on the persons who will, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] are not exercised), have interests or short positions in our Shares or underlying Shares which would be required 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 will directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company or of any member of the Group, see “Substantial Shareholders.”

**2. Particulars of the Directors’ Service Contracts**

Each of the Directors entered into a service contract or a letter of appointment with our Company. The principal particulars of these service contracts and letters of appointment comprise (i) the terms of the services and (ii) termination provisions in accordance with their respective terms. The service contracts and letters of appointment may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

**APPENDIX V**

**STATUTORY AND GENERAL INFORMATION**

**3. Remuneration of Directors**

For details of the remuneration of Directors, see “Directors and Senior Management—Remuneration of Directors and Senior Management” and note 8 in “Appendix I—Accountants’ Report” in this document.

**4. Employee Incentive Scheme**

The following is a summary of the principal terms of the Share Incentive Scheme (the “**Scheme**”) adopted by our Company in March 2020 (amended in June 2022). The terms of our Share Incentive Scheme are not subject to the provision of Chapter 17 of the Listing Rules as no further Shares will be granted by our Company after our [REDACTED].

*(a) Purpose*

The Purpose of the Scheme is to provide an incentive for Participants (as defined below) and to reward our key employees, incentivize our management team and promote long-term sustainable development.

*(b) Eligibility*

Pursuant to employee incentive agreements under our Scheme, the participants (the “**Participant(s)**”) shall include key employees of the Group and other employees as determined by our Company.

*(c) Award*

An award under the Scheme gives a Participant a conditional right when granted the Award to obtain interests in their Employee Incentive Platform, respectively, at the consideration separately agreed in the employee incentive agreements entered among the Company, the General Partner and the relevant Participant.

*(d) Lock-up and Restrictions on Transfer*

The partnership interests held by the participants under the Scheme are subject to lock-up and transferability restrictions. The participants shall comply with the terms and conditions of the Employee Ownership Platform and the applicable rules, laws and regulations with respect to lock-up and transferability restrictions.

*(e) Grant of Shares*

As of the Latest Practicable Date, a total of 37,905,050 shares, representing approximately 10.50% of the Shares in our Company, were granted by the Participants.

**5. Disclaimers**

Save as disclosed herein:

- (a) none of our Directors or chief executives of our Company has any interests or short positions in the Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors nor any of the persons listed in “— D. Other Information — 8. Qualifications and Consents of Experts” below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this Document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of our Directors or any of the persons listed in “— D. Other Information — 8. Qualifications and Consents of Experts” below is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;
- (d) save in connection with [REDACTED], none of the persons listed in “— D. Other Information — 8. Qualification and Consents of Experts” below has any shareholding 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;
- (e) none of our Directors or their respective associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company’s five largest customers and five largest suppliers 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 the Group.

**2. Litigation**

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation 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.

**3. Sole Sponsor**

The Sole Sponsor satisfies the independence criteria applicable to sponsor as set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive fee of US\$[REDACTED] to act as the sponsor to our Company in connection with the [REDACTED].

**4. Compliance Advisor**

Our Company has appointed Maxa Capital Limited as our compliance advisor in compliance with Rule 3A.19 of the Listing Rules.

**5. Preliminary Expenses**

Our Company has not incurred any material preliminary expenses.

**6. Promoter**

The promoters of our Company comprised all of the 12 then shareholders of our Company as of December 30, 2021. No cash, securities or other benefits 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 within the two years immediately preceding the date of this document.

**7. Taxation of holder of Shares**

The sale, purchase and transfer of 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 the Shares being sold or transferred. For further details in relation to taxation, see “Regulatory Overview” in this document.

**APPENDIX V STATUTORY AND GENERAL INFORMATION**

**8. Qualifications and Consents of Experts**

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

<b>Name</b>	<b>Qualification</b>
CITIC Securities (Hong Kong) Limited	A licensed corporation under the SFO for Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
JunHe LLP	Legal advisor as to PRC laws to our Company
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance
Frost & Sullivan (Beijing), Inc., Shanghai Branch Co.	Independent industry consultant
Asia-Pacific Consulting and Appraisal Limited	Independent property valuer

Each of the experts listed above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or references to its name and qualifications included herein in the form and context in which they respectively appear.

Save as disclosed in this document, 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.

**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 (WUMP) Ordinance so far as applicable.

**10. Bilingual Document**

The English language and the 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).

**APPENDIX V**

**STATUTORY AND GENERAL INFORMATION**

**11. No Material Adverse Change**

Our Directors confirm that there has been no material adverse change in our Company's financial or trading position or prospects since December 31, 2025 (being the date to which our latest audited consolidated financial statements were made up).

**12. Miscellaneous**

- (a) Save as disclosed in the paragraph headed "A. Further Information about Our Company — 2. Changes in Share Capital of Our Company and 4. Changes in Share Capital of our Subsidiaries," within the two years preceding the date of this document, no share or loan capital of our Company or any of its subsidiary has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (b) 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;
- (c) No founder, management or deferred shares of our Company or any of its subsidiaries have been issued or have been agreed to be issued;
- (d) Our Company has no outstanding convertible debt securities or debentures;
- (e) There is no arrangement under which future dividends are waived or agreed to be waived;
- (f) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (g) Save for the proposed [REDACTED] on the Stock Exchange, none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought; and
- (h) Our Company is a joint stock company with limited liability and is subject to the PRC Company Law.