

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

#### Incorporation

Our Company was established as a limited liability company in the PRC on December 30, 2001, and further converted into a joint stock company with limited liability on June 9, 2009.

As of the date of this document, our registered office and head office are located at 8 South Herui Road, High-tech Industrial Development Zone, Chengdu, Sichuan Province, the PRC. Accordingly, our Company’s corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in “Appendix V — Summary of Articles of Association.” A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Appendix IV — Summary of Principal Laws and Regulatory Provisions.”

Our Company has established a principal place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. We were registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on April 2, 2025. Mr. Poon Kin Hei (潘健希), one of our joint company secretaries, has been appointed as the authorized representative of our Company for the acceptance of the service of process on behalf of our Company in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

#### Changes in Share Capital of Our Company

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

#### Changes in the Share Capital of Our Subsidiaries

There has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

#### Shareholders’ Resolutions

At the general meetings of our Company held on March 26, 2025 and on April 2, 2025, respectively, the following resolutions, among other things, were passed by the Shareholders:

- (i) the [REDACTED] by our Company of H Shares of the nominal value of RMB1.0 each and the [REDACTED] of such H Shares on the Stock Exchange;
- (ii) the number of H Shares to be [REDACTED] pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised) shall be no more than [REDACTED] H Shares;
- (iii) subject to the completion of filing with the CSRC, upon completion of the [REDACTED], 58,655,441 Unlisted Shares in aggregate held by our Shareholders will be converted into H Shares on a one-for-one basis;
- (iv) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to allot and issue H Shares (including any sale or transfer of treasury shares of our Company) at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as the Board in their absolute discretion deem fit, and to handle the approval or filing of the CSRC, the Stock

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Exchange and/or other relevant regulatory authorities with respect to in the aforementioned general mandate in accordance with the relevant laws and regulations, provided that, the number of H Shares to be [REDACTED] shall not exceed 20% of the number of H Shares in issue (excluding treasury shares, if any) as of the [REDACTED];

- (v) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to repurchase Shares issued on the Stock Exchange with an aggregate number of not exceeding 10% of the number of the total issued Shares (excluding any treasury shares, if any) as of the [REDACTED];
- (vi) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and other relevant regulatory authorities;
- (vii) authorization of the Board and its authorized persons to amend the resolutions in accordance with the requirements of competent regulatory authorities, and deal with the specific implementation; and
- (viii) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

### Reorganization

We have not gone through any corporate reorganization for the purpose of the [REDACTED]. For details of the history and development of our Company, see “History and Corporate Structure.”

### Explanatory Statement on Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.

#### *(a) Reasons for repurchase*

The Board considered that the repurchase of the Shares would be beneficial to and in the best interests of our Company and its Shareholders as a whole. It can strengthen the investors’ confidence in our Company and promote a positive effect on maintaining our Company’s reputation in the capital market. Such repurchases will only be made when the Board believes that such repurchases will benefit our Company and its Shareholder as a whole.

#### *(b) Registered capital*

As of the Latest Practicable Date, the registered capital of our Company was RMB58,655,441, comprising 58,655,441 Unlisted Shares in issue of nominal value RMB1.0 each. Upon [REDACTED] and assuming the [REDACTED] is not exercised, the share capital of our Company will be RMB[REDACTED], comprising [REDACTED] H Shares in issue of nominal value RMB1.0 each.

#### *(c) Exercise of the general mandate to repurchase Shares*

Subject to the passing of the special resolution approving the grant of the general mandate to repurchase H Shares at annual general meetings, the Board will be granted general mandate to repurchase H Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the earlier of:

- (i) the conclusion of the next annual general meeting of our Company of which time it shall lapse unless, by special resolutions passed at that meeting, the authority is renewed, either conditionally or subject to conditions;

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- (ii) the revocation or variation of the mandate under the resolution by a special resolution at the next general meeting of our Company; or
- (iii) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of our Company.

Furthermore, we need to complete registration and approval procedures with relevant government authorities for the actual H Share repurchase under the general mandate, as applicable. The exercise in full of the general mandate to repurchase H Shares (on the basis of full circulation of the [REDACTED] Shares in issue as of the [REDACTED] and no Shares will be allotted and issued or repurchased by our Company on or prior to the date of the next annual general meeting) would result in a maximum of [REDACTED] H Shares being repurchased by our Company during the relevant period, being the maximum of 10% of the total H Shares in issue as of the [REDACTED].

### *(d) Source of funds*

In repurchasing the Shares, our Company intends to apply funds from our Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

Our Company is empowered by its Articles of Association to repurchase its Shares. Any repurchases by our Company may only be made out of either the funds of our Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under PRC laws, the Shares so repurchased should be canceled or transferred within certain period and our Company's registered capital would be reduced by amount equivalent to the aggregate nominal value of the Shares if such Shares were canceled. Our Company may not purchase 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.

### *(e) Suspension of repurchase*

A public company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month 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 the 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 the issuer to announce its 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), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

### *(f) Close associates and core connected persons*

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event the general mandate to repurchase Shares is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the general mandate to repurchase Shares is approved.

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A public company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

### *(g) Status of repurchased Shares*

Subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations, if our Company repurchases any H Shares pursuant to the general mandate, our Company will either (i) cancel the H Shares repurchased and reduce our Company's registered capital in compliance with the applicable laws and regulations; and/or (ii) hold such H Shares as Treasury H Shares, subject to market conditions and our Company's capital management needs at the relevant time any repurchases of H Shares are made. Under the PRC laws, if the H Shares repurchased by our Company will be canceled, our Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so canceled.

### *(h) Takeover implications*

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase Shares.

### *(i) General*

If the general mandate to repurchase Shares were to be carried out in full at any time, there may be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase Shares to such an extent as would have a material adverse effect on our working capital or gearing position.

Our Directors will exercise the general mandate to repurchase Shares in accordance with the Listing Rules and the applicable laws in the PRC. Neither the Explanatory Statement on Repurchase of Our Own Securities nor the proposed share repurchase has any unusual features.

## FURTHER INFORMATION ABOUT OUR BUSINESS

### Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) [has been] entered into by members of our Group within the two years preceding the date of this document and is or may be material:

- (i) [REDACTED].

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**Intellectual Property Rights**











*Trademarks*

*Registered 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	Place of Registration	Registered Owner	Class	Registration Number	Expiry Date
1. . . . .	A 	Hong Kong	Our Company	5	306576670	2034.06.06
	B 					
	C 					
2. . . . .	古家	PRC	Our Company	30	35869999	2030.1.13
3. . . . .	古家	PRC	Our Company	32	35849497	2030.11.6
4. . . . .	彭观庄	PRC	Our Company	5	22743501	2028.2.20
5. . . . .	彭观庄	PRC	Our Company	30	22743441	2028.2.20
6. . . . .		PRC	Our Company	35	15626619	2035.12.20
7. . . . .	金色荷花	PRC	Our Company	5	12348178	2034.9.6
8. . . . .	金色荷花	PRC	Our Company	35	12348089	2034.10.6
9. . . . .	古家	PRC	Our Company	30	9250167	2032.3.27
10. . . . .	古家	PRC	Our Company	5	9250148	2032.3.27
11. . . . .		PRC	Our Company	44	8664093	2034.1.20
12. . . . .		PRC	Our Company	40	8664087	2031.9.27
13. . . . .		PRC	Our Company	35	8664083	2032.2.20

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No.	Trademark	Place of Registration	Registered Owner	Class	Registration Number	Expiry Date
14. . . . .		PRC	Our Company	44	7884080	2031.6.13
15. . . . .		PRC	Our Company	5	7884065	2031.3.13
16. . . . .		PRC	Our Company	5	7762054	2032.7.6
17. . . . .		PRC	Our Company	5	3646036	2036.1.27
18. . . . .		PRC	Our Company	30	6545923	2030.3.27
19. . . . .		PRC	Our Company	32	42200027	2031.3.27
20. . . . .		PRC	Our Company	30	55270261	2032.10.13
21. . . . .		PRC	Our Company	30	58047340	2032.6.6
22. . . . .		PRC	Our Company	30	59611303	2032.3.20
23. . . . .		PRC	Our Company	5	59634841	2032.3.20

**Patent**

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

No.	Patent	Type of patent	Place of Registration	Patent Number	Owner	Application Date
1. . . . .	An integrated machine for rice stir-frying processing and sieving, and the rice stir-frying processing method (一種米炒炮製篩分一體機及米炒炮製方法)	Invention patent	PRC	ZL202410834598.8	Our Company	2024.06.26

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No.	Patent	Type of patent	Place of Registration	Patent Number	Owner	Application Date
2. . .	An integrated method of shelling <i>Pinellia ternata</i> suitable for industrialized mass production (一種適於工業化大生產的一體化炮製半夏的方法)	Invention patent	PRC	ZL202110914569.9	Our Company	2021.08.10
3. . .	An Online Quality Testing Method for Chinese Medicinal Tablets (一種中藥飲片的在線質量檢測方法)	Invention patent	PRC	ZL202310904041.2	Our Company	2023.07.24
4. . .	Intelligent control system for the production of Toxicity Drinking Tablets of Tennantiaceae by production method (天南星科毒性飲片生產智慧控制系統的生產方法)	Invention patent	PRC	ZL202310152675.7	Our Company	2023.02.23
5. . .	An automated cooking line (一種自動化蒸煮流水線)	Utility model patent	PRC	ZL202220873077.X	Our Company	2022.04.15
6. . .	An intelligent drying bed (一種智能乾燥烘床)	Utility model patent	PRC	ZL202120579930.2	Our Company	2021.03.22
7. . .	Processing Technology for Radix Cynanchi Atrati (趕黃草的炮製工藝)	Invention patent	PRC	ZL201410246584.0	Our Company	2014.06.05

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### Copyrights

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

No.	Name of Software	Place of Registration	Registered Owner	Registration Number	Registration Date
1. . . .	Neautus Barcode Traceability Inquiry Management System V1.0 (新荷花條碼追溯查詢管理系統 V1.0)	PRC	Our Company	2011SR005210	2011.02.09

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

No.	Name of artwork	Place of Registration	Registered Owner	Registration Number	Registration Date
1. . . .	Jin Fang Cao Tang Panda Series Art Designs (金方草堂熊貓系列美術設計)	PRC	Our Company	國作登字-2024-F-00059384	2024.02.22
2. . . .	Penthorum Chinense Pursh Packaging Label (趕黃草包裝標誌)	PRC	Our Company	國作登字-2012-F-00071978	2012.09.28

### 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:

No.	Domain Name	Registration Owner	Expiry Date
1. . . . .	xhonline.com	Our Company	2029.04.24
2. . . . .	xinhehua.com	Our Company	2031.05.16

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

## FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

### Directors

#### Disclosure of Interests

Save as disclosed below, immediately following completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Directors or chief executive has any interests or short positions in our Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

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<b>Name</b>	<b>Position</b>	<b>Nature of Interest*</b>	<b>Number and description of Shares</b>	<b>% of shareholding in the total issued share capital<sup>(1)</sup></b>
Mr. Jiang Yun <sup>(2)</sup> . . . . .	Executive Director	Beneficial owner	18,498,500 H Shares	[REDACTED]%
		Interested in a controlled corporation	9,151,965 H Shares	[REDACTED]%
Mr. Jiang Ercheng . . . . .	Executive Director	Beneficial owner	10,645,170 H Shares	[REDACTED]%
Mr. Feng Bin . . . . .	Executive Director and general manager	Beneficial owner	1,100,000 H Shares	[REDACTED]%
Mr. Luo Yujin . . . . .	Executive Director	Beneficial owner	140,000 H Shares	[REDACTED]%
Mr. Lai Zhitian . . . . .	Non-executive Director	Interested in a controlled corporation	2,307,976 H Shares	[REDACTED]%

*Notes:*

- \* Denotes that all interests stated represent long positions.
- (1) The calculation is based on the total number of [REDACTED] H Shares in issue immediately after completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised). For details, see “Share Capital — Shares of Our Company.”
- (2) Kinna Investment, a company established in the PRC on April 3, 1996, was held as to 47.0% by Mr. Jiang Yun as of the Latest Practicable Date. Therefore, Mr. Jiang Yun is deemed to be interested in the Shares held by Kinna Investment under the SFO. For details, see “Relationship with Our Controlling Shareholders — Overview.”
- (3) Zhongzhi Pharmaceutical, a company established in the PRC on March 5, 1993, was controlled by Mr. Lai Zhitian, who held over one-third interest in the company as of the Latest Practicable Date. Therefore, Mr. Lai Zhitian is deemed to be interested in the Shares held by Zhongzhi Pharmaceutical under the SFO.

***Particulars of Service Contracts***

Each of our Directors [has entered into] a service contract with our Company. The principal particulars of these service agreements are: (a) each of the agreements is for a term of three years following their respective appointment date; and (b) each of the agreements is subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with our Articles of Association and the applicable rules.

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

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***Directors’ Remuneration***

For details of the Directors’ remuneration, see “Directors and Senior Management — Remuneration of Directors and Five Highest Paid Individuals” and Note 9 to the Accountants’ Report as set out in Appendix I.

**Substantial Shareholders**

***Interest in the Shares of Our Company***

For information on the persons (other than our Directors or chief executive of our Company) who will, immediately following the completion of the [REDACTED], having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be entitled to exercise, or control the exercise of, 10% or more of the voting power at any meeting of our Company, see “Substantial Shareholders.”

***Interest in the Shares of Our Subsidiaries***

As of the Latest Practicable Date, so far as our Directors are aware, the following person (other than our Directors or chief executive of our Company) was interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of other member of our Group:

<u>Name of subsidiary</u>	<u>Name of shareholder</u>	<u>Approximate percentage of ownership</u>
Jinfang Caotang . . . . .	Ms. Zhang Xiaojia (張曉佳)	20.00%

**Disclaimers**

Save as disclosed in “History and Corporate Structure” and this appendix, none of our Directors or any of the parties listed in “— Other Information — Consents of Experts” in this section:

- (a) is interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company; or
- (b) is materially interested in any contract or arrangement subsisting at the date of this document that is significant in relation to our business.

**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.

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### 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 us, that would have a material adverse effect on our financial condition or results of operations.

### The Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for the [REDACTED] of, and permission to [REDACTED], the H Shares to be converted from Unlisted Shares and the H Shares to be [REDACTED] pursuant to the [REDACTED]. All necessary arrangements have been made to enable our H Shares to be admitted into [REDACTED].

The Joint Sponsors confirm that they satisfy the independence criteria applicable to a sponsor set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letters entered into between the Company and the Joint Sponsors, the Joint Sponsors’ fees payable by us to the Joint Sponsors in respect of their services as sponsors in connection with the [REDACTED] on the Stock Exchange is US\$1,170,000 in aggregate.

### Compliance Advisor

Our Company has appointed First Shanghai Capital Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

### Preliminary Expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

### Taxation of [REDACTED] of H Shares

The [REDACTED], [REDACTED] and [REDACTED] of H Shares are subject to Hong Kong stamp duty if such [REDACTED], [REDACTED] and [REDACTED] are effected on the H Share register of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such [REDACTED], [REDACTED] and [REDACTED] is a 0.1% of the consideration or, if higher, the fair value of the H Shares being [REDACTED] or [REDACTED]. For further information in relation to taxation, see “Appendix III — Taxation and Foreign Exchange.”

### Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
GF Capital (Hong Kong) Limited.	A licenced corporation to conduct Type 6 (advising on corporate finance) regulated activity as defined under the SFO

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<u>Name</u>	<u>Qualification</u>
ABCI Capital Limited . . . . .	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Jingtian & Gongcheng . . . . .	PRC legal Advisors to our Company
Ernst & Young . . . . .	Certified Public Accountants and Registered Public Interest Entity Auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. . . . .	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.

**Promoters**

Set forth below are the promoters of our Company:

- (i) Chengdu Kinna Investment Co., Ltd. (成都國嘉投資股份有限公司)
- (ii) Shuangliang Group Co., Ltd. (雙良集團有限公司)
- (iii) Mr. Jiang Ping (江平)
- (iv) Beijing Conghui Lide Information Consulting Co., Ltd. (北京聰慧利德資訊諮詢有限公司)
- (v) Mr. Wang Jinmao (王金茂)
- (vi) Mr. Chen Zhili (陳志立)
- (vii) Mr. Wu Xuedan (吳學丹)
- (viii) Mr. Wang Sen (王森)
- (ix) Mr. Zhao Lijun (趙利軍)

Save as disclosed in “History and Corporate Structure,” 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 the promoters named above in connection with the [REDACTED] and the related transactions described in this document.

**Bilingual Document**

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

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### Binding Effect

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

### No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial, trading position or prospects since December 31, 2025, being the date of our combined financial statements as set out in “Appendix I — Accountants’ Report,” up to the date of this document.

### Miscellaneous

- (i) Save as disclosed in “History and Corporate Structure” and this appendix and in connection with the [REDACTED], within the two years immediately preceding the date of this document:
  - (a) no share or loan capital of our Company or any of its subsidiaries has been issued nor agreed to be [REDACTED] fully or partly paid either for cash or for a consideration other than cash;
  - (b) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the [REDACTED] or [REDACTED] of any Share or loan capital of our Company or any of our subsidiaries;
  - (c) no Share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option; and
  - (d) no commission has been paid or is payable for [REDACTED] or agreeing to [REDACTED], or procuring or agreeing to procure the [REDACTED] of any share in our Company or any of our subsidiaries.
- (ii) We have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (iii) There are no arrangements under which future dividends are waived or agreed to be waived;
- (iv) There are no procedures for the exercise of any right of pre-emption or transferability of [REDACTED] rights;
- (v) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this document;
- (vi) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (vii) No part of the equity or debt securities of our Company or any member of our Group, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than [REDACTED] is currently being or agreed to be sought; and
- (viii) Our Company has no outstanding convertible debt securities or debentures.